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ARIZONA CORPORATION COMMISSION
DOCKET CONTROL

Arizona Corporation Commission
DOCKETED

OCT 8 2010

Attorneys for Intervenor CWA

BEFORE THE ARIZONA

CORPORATION COMMISSION

DOCKETED BY

IN THE MATTER OF THE JOINT
NOTICE AND APPLICATION OF
QWEST CORPORATION, QWEST
COMMUNICATIONS COMPANY,
LLC, QWEST LD CORP., EMBARQ
COMMUNICATIONS, INC. D/B/A
CENTURYLINK COMMUNICATIONS,
EMBARQ PAYPHONE SERVICES,
INC. D/B/A CENTURY LINK,
AND CENTURYTEL SOLUTIONS,
LLC, FOR APPROVAL OF THE
PROPOSED MERGER OF THEIR
CORPORATIONS QWEST
COMMUNICATIONS
INTERNATIONAL INC. AND
CENTURYTEL, INC.

Docket Nos. T-01051B-10-0194
T-02811B-10-0194
T-04190A-10-0194
T-20443A-10-0194
T-03555A-10-0194
T-03902A-10-0194

**INTERVENOR CWA'S MOTION TO
COMPEL #2**

Intervenor Communications Workers of America, AFL-CIO,
CLC ("CWA"), by and through undersigned counsel, hereby
moves the Administrative Law Judge ("ALJ"), pursuant to the
provisions of A.A.C. R14-3-101(A) and, in turn, Rule 37(a),
Ariz.R.Civ.P., compelling the Joint Applicants to respond to
the CWA's First Set of Data Requests to Joint Applicants, a
copy of which is attached hereto as Exhibit A, on the
grounds and for the reason that the responses provided
thereto that are the subject of this Motion, copies of which

1 are attached hereto as Exhibits B through D, were incomplete
2 or evasive.

3 This Motion is supported by the accompanying Memorandum
4 of Points and Authorities and the Separate Statement of
5 Counsel pursuant to Rule 37(a)(2)[C], Ariz.R.Civ.P., which
6 are incorporated herein by this reference.

7 RESPECTFULLY SUBMITTED this 8th day of October 2010.

8 LUBIN & ENOCH, P.C.

9
10
11 Nicholas J. Enoch, Esq.
Attorney for Intervenor CWA

12 **MEMORANDUM OF POINTS AND AUTHORITIES**

13 The Joint Applicants bear the burden of establishing
14 that the proposed merger is in the public interest.
15 Likewise, the Joint Applicants have the affirmative
16 obligation to present their evidence to carry the burden of
17 proof. A.A.C. R14-3-109(G). It is not the responsibility
18 of any party, including the CWA, to affirmatively
19 demonstrate to this Commission that the proposed merger is
20 not in the public interest, rather, it is the Joint
21 Applicants' affirmative responsibility to establish that it
22 is in the public interest.

23 Similarly,

24 The Commission has a constitutional duty
25 to make and enforce reasonable rules,
26 regulations and orders to protect the
27 convenience, comfort, safety and health
of employees and patrons of public
service corporations. Ariz. Const. Art.
15 § 3. The Commission must act in the

1 "public interest." The inquiry into the
2 "public interest" is broad and the
3 Commission should examine all the
evidence available in determining what is
in the public interest.

4 *In the Matter of the Reorganization of UniSource Energy*
5 *Corp.*, 2005 Ariz. PUC LEXIS 1 at **56-57 (January 4, 2005)
6 (internal cites omitted). It is axiomatic, however, that
7 the Commission can only be presented with evidence made it
8 available to it by the interested parties, including
9 Intervenors, in this proceeding. Thus, the Commission's
10 truth seeking function is aided by the ability of an
11 Intervenor, such as the CWA, being able to retrieve, review
12 and comment upon potentially relevant information.

13 Throughout their various responses to the CWA's data
14 requests, the Joint Applicants countenance their reluctance
15 to provide information to the CWA on the grounds that it is
16 "highly confidential proprietary, competitive, commercially-
17 sensitive, or trade-secret information and documents". Such
18 arguments by the Joint Applicants fall woefully short of
19 what is specifically required in order to withstanding a
20 motion to compel like this one.

21 As the Commission's rules make abundantly clear, the
22 Joint Applicants' blanket assertion that certain documents
23 are "highly confidential" does not, in and of itself, make
24 it so. Indeed, it is incumbent upon the Joint Applicants to
25 demonstrate a particular need for protection. Cf. *Grundberg*
26 *v. Upjohn Co.*, 137 F.R.D. 372, 389 (D. Utah 1991). Broad
27 allegations of harm, unsubstantiated by specific examples or
28

1 articulated reasoning, ought not vitiate the need to respond
2 to clearly relevant discovery. *Id.*

3 Here, the Joint Applicants, quite literally, provide
4 nothing to the CWA other than broad allegations of harm,
5 unsubstantiated by specific examples or articulated
6 reasoning.

7 With that in mind, the CWA wants and needs for Qwest
8 Corporation ("Qwest") and CenturyLink, Inc. ("CenturyLink")
9 to respond to the previously-submitted data requests:
10 Request Nos. 1-1 to 1-6, 1-8, 1-11 to 1-16, 1-21 to 1-26, 1-
11 29, and 1-35 to 1-36.

12 In most instances, the Joint Applicants objected
13 because they claim that the information is highly
14 confidential and commercially sensitive, and/or that it is
15 "not reasonably calculated to lead to the discovery of
16 admissible evidence." CWA submits that the Joint
17 Applicants' objections should be overruled and they should
18 be compelled to promptly submit full and complete responses
19 to each of these requests, for the reasons set forth below.

20 **Request Nos. 1-1 & 1-2**
21 **(Hart Scott Rodino Act Filings)**

22 The filings made by the Joint Applicants under the Hart
23 Scott Rodino Act ("HSR") contain information that is
24 directly relevant to this proceeding. In addition to basic
25 information about the companies and the transaction, section
26 4 of an HSR filing is required to include numerous documents
27 that relate directly to the issues being addressed by this
28

Commission. In addition to other portions of the filing which are likely to contain relevant information, of particular relevance are documents to be filed in response to Item 4© of the HSR filing requirements, which are described as follows:

ITEM 4

Furnish one copy of each of the following documents. For each entity included within the person filing notification which has prepared its own such documents different from those prepared by the person filing notification, furnish, in addition, one copy of each document from each such other entity. Furnish copies of:

...

Item 4(c)-all studies, surveys, analyses and reports which were prepared by or for any officer(s) or director(s) (or, in the case of unincorporated entities, individuals exercising similar functions) for the purpose of evaluating or analyzing the acquisition with respect to market shares, competition, competitors, markets, potential for sales growth or expansion into product or geographic markets, and indicate (if not contained in the document itself) the date of preparation, and the name and title of each individual who prepared each such document.

Persons filing notification may provide an optional index of documents called for by Item 4 of the Answer Sheets.

NOTE: If the person filing notification withholds any documents called for by Item 4© based on a claim of privilege, the person must provide a statement of reasons for such noncompliance as specified in the staff formal interpretation dated September 13, 1979, and §803.3(d).

16 C.F.R. Part 803, Appendix (emphasis added).

In the experience of CWA's counsel in other jurisdictions, the documents produced as part of Item 4© of the HSR filing can contain information that is highly relevant to state utility commission proceedings, including

1 analyses of the costs and benefits of the proposed
2 transaction; issues addressed by the officers, directors,
3 and their advisors when deciding whether to enter into the
4 proposed transaction; among others. Obviously, CWA has not
5 seen the documents, but it is likely that the documents
6 contain information that is directly relevant to issues
7 being addressed by this Commission, including for example
8 the financial fitness of CenturyLink; synergy savings that
9 may be produced by the proposed transaction; potential
10 impacts on employment, pricing, in-state services; among
11 others.

12 Indeed, in past merger proceedings, the Joint
13 Applicants have provided exactly the same type of
14 information. For example, in the 2008 proceedings involving
15 the merger of CenturyTel and Embarq (to form CenturyLink),
16 the applicants provided their HSR files to CWA without
17 objection. See attached Exhibit E (a copy of the cover
18 sheet of an interrogatory response in the Pennsylvania
19 proceeding).

20 Similarly, in the Qwest - US West merger proceedings,
21 Qwest's attempt to withhold its HSR filings was specifically
22 rejected by the Montana Public Service Commission, and Qwest
23 was compelled to produce the documents. See *Joint*
24 *Application of Qwest Communications Corporation, et al., and*
25 *U S WEST Communications, Inc.*, 1999 Mont. PUC LEXIS 121 at
26 ** 5 & 7 (December 14, 1999).

1 Moreover, Companies already have provided this
2 information in response to a discovery request in the
3 parallel proceeding before the Washington Utilities and
4 Transportation Commission. On July 15, 2010, Companies
5 filed a motion before the Washington Commission attempting
6 to prohibit parties other than the Commission Staff and
7 Public Counsel from seeing certain information. Among the
8 information they sought to protect were their HSR filings.
9 Paragraph 6 of their Washington motion (attached hereto as
10 Exhibit F) states:

11 "Such information has **already been**
12 **provided** to only Staff and Public Counsel
13 in response to Data Request 2-13, which
14 requested the Joint Applicants' Hart-
15 Scott-Rodino ("HSR") filings with the
16 Department of Justice".

17 (Emphasis added)

18 Thus, at the same time the Joint Applicants claim that
19 this information is not relevant to the proceedings before
20 this Commission, they has provided precisely the same
21 information to parties in another state commission
22 proceeding.

23 CWA submits that there is no question that the
24 documents in section 4© of the HSR filing are discoverable.
25 The dates requests seek relevant information and are
26 certainly "reasonably calculated to lead to the discovery of
27 admissible evidence". Ariz.R.Civ.P. 26(b)(1)(A). The Joint
28 Applicants already have recognized this in the Washington

1 proceeding. There is no valid basis for their objection in
2 this proceeding.

3 CWA also would note that on August 3, 2010, the
4 Washington commission rejected Companies' request to
5 restrict access to the HSR documents to Staff and the public
6 advocate. That commission held that all parties should have
7 access to the HSR filings under the provisions of the
8 protective order in that case. *In the Matter of the Joint*
9 *Application of Qwest Communications International Inc. and*
10 *CenturyTel, Inc.*, 2010 Wash. UTC LEXIS 683 (August 3, 2010).

11 **Request 1-3**
12 **(Merger Agreement)**

13 The Joint Applicants have objected to the production of
14 the non-public parts of their merger agreement. To the best
15 of counsel's knowledge, such an objection is unprecedented
16 in a merger proceeding. The public portion of the merger
17 agreement specifically refers to and incorporates non-public
18 attachments which modify the representations made in the
19 agreement. Thus, Article III of the merger agreement begins
20 with the following caveat:

21 CenturyLink and Merger Sub jointly and
22 severally represent and warrant to Qwest that
23 the statements contained in this Article III
24 **are true and correct except as set forth** in
25 the CenturyLink SEC Documents filed and
26 publicly available after January 1, 2010 and
27 prior to the date of this Agreement (the
28 "Filed CenturyLink SEC Documents") (excluding
any disclosures in the Filed CenturyLink SEC
Documents in any risk factors section, in any
section related to forward looking statements
and other disclosures that are predictive or
forward-looking in nature) or **in the**
disclosure letter delivered by CenturyLink to

1 **Qwest at or before the execution and delivery**
2 **by CenturyLink and Merger Sub of this**
3 **Agreement** (the "CenturyLink Disclosure
 Letter"). (Emphasis added)

4 A similar caveat by Qwest appears at the beginning of
5 Article IV of the merger agreement.

6 In its simplest terms, Articles III and IV contain
7 public representations that can be contradicted and
8 nullified by information contained in the non-public
9 disclosure letters. The true agreement of the Joint
10 Applicants, and the true nature of their representations to
11 each other, cannot be known without access to the non-public
12 portions of their agreement.

13 This Commission is being asked to approve the agreement
14 entered into by the Joint Applicants, but the true nature of
15 that agreement cannot be determined without the non-public
16 documents that are an integral part of their agreement.
17 Those non-public portions of the agreement must be produced.

18 **Request Nos. 1-4, 1-14, 1-15, 1-16, 1-22,**
19 **1-23, 1-24, 1-25 & 1-26 and 1-29**
20 **(Financial Models and Forecasts)**

21 One of the fundamental tasks of this Commission is to
22 determine the financial fitness of the proposed acquiring
23 company. This includes an assessment of whether the in-
24 state operating company will suffer financial harm as a
25 result of the proposed change of its corporate parent.
26 Assessing the financial affects of the proposed transaction
27 should begin with an examination of the financial
28 information developed by the Joint Applicants and presented

1 to their boards of directors when the transaction was being
2 considered and justified.

3 These financial models provide the starting point for
4 evaluating the financial wherewithal of CenturyLink and how
5 its financial future would compare to Qwest's future as a
6 stand-alone company. These models are unquestionably
7 relevant to the issues before this Commission.

8 CWA recognizes that the financial models are highly
9 confidential and does not object to their designation as
10 such under the protective order in this case. This is
11 precisely the outcome reached by the Minnesota Public
12 Utilities Commission just a few days ago. See attached
13 Exhibit G.

14 **Request Nos. 1-5 & 1-6**
15 **(Specific Presentations to Boards of Directors**
16 **and Other Documents)**

17 In Request Nos. 1-5 and 1-6, the CWA identified
18 specific presentations to boards of directors, and other key
19 documents, that the Joint Applicants referred to in their
20 proxy statement filed with the Securities and Exchange
21 Commission. These documents appear to be reflect critical
22 points of analysis and decision that led up to the entry
23 into the merger agreement. Reviewing these documents will
24 (or may) disclose the perceptions, expectations, and
25 analyses of the Companies' officers and directors concerning
26 such matters as the financial affects of the transaction;
27 anticipated synergy savings; changes to pricing or service
28 quality; integration processes and timelines; and numerous

1 other aspects of the proposed transaction that are directly
2 relevant to the issues before this Commission.

3 CWA expects most of these documents would be part of
4 Companies' HSR filings. But, out of an abundance of
5 caution, CWA has listed the specific, critical documents
6 that the Joint Applicants themselves referred to in their
7 proxy statement.

8 **Request Nos. 1-8, 1-21 & 1-35**
9 **(Future Growth of CenturyLink)**

10 As the ALJ can see for herself, the Joint Applicants
11 simply refuse to provide the CWA with information pertaining
12 to future growth plans through acquisitions. Clearly, the
13 CWA is entitled to a substantive response to these
14 questions. *Brown v. Superior Court*, 137 Ariz. 327, 332, 670
15 P.2d 725, 730 (1983) ("For discovery purposes, the
16 information sought need only be reasonably calculated to
17 lead to the discovery of admissible evidence.")

18 **Request No. 1-11**
19 **(Qwest Transaction Committee)**

20 It should go without saying that one of the principal
21 purposes of discovery in litigation is to not only learn the
22 salient, underlying facts, but, in addition, to locate the
23 individuals who might be able to testify at trial about
24 those underlying facts. *Brennan v. Engineered Products,*
25 *Inc.*, 506 F.2d 299, 303 n.2 (8th Cir. 1974) ("It is settled
26 law that a party in a civil action can ordinarily discover
27 from his opponent the names of those persons known to have
28 information relevant to the lawsuit.") In this case, it is

1 self-evident that merely disclosing the identity of the
2 members of Qwest Transaction Committee meets this rather low
3 legal threshold.

4 **Request Nos. 1-12 & 1-13**
5 **(Due Diligence Lists & Virtual Data Rooms)**

6 The Joint Applicants refuse to share their due
7 diligence lists (1-12) and information pertaining to their
8 so-called Virtual Data Rooms (1-13) with the CWA on the
9 grounds that, purportedly, it "is highly confidential,
10 commercially sensitive information the release of which
11 would cause irreparable harm to Qwest." Why or how this is
12 the case remains a complete mystery. Indeed, this is a
13 perfect example of a broad allegation of harm,
14 unsubstantiated by articulated reasoning. *Cf. Grundberg,*
15 *137 F.R.D. at 389.*

16 **Request No. 1-36**
17 **(FCC Application)**

18 The Joint Applicants have so far refused to provide the
19 CWA with their Application for Consent to Transfer Control,
20 filed with the Federal Communications Commission ("FCC") on
21 May 10, 2010, on the grounds that the CWA has not executed
22 the FCC's protective Order.

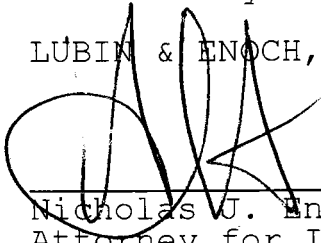
23 Overlooking for the moment the fact that this
24 Commission has its own rules and procedures for protecting
25 whatever bonafide interest the Joint Applicants may have in
26 protecting their legitimate privacy interests in this
27 extremely relevant document, it us far from clear, based
28 upon the Joint Applicant's objection, the procedural method

1 by which the CWA could, at this juncture, sign onto to said
2 Protective Order even if it wanted to. Moreover, it is
3 completely unclear how the Joint Applicants' providing this
4 document in the context of this case would or could violate
5 the terms of the FCC protective order.

6 **WHEREFORE**, the CWA respectfully requests and moves that
7 the Joint Applicants be compelled to respond to the CWA's
8 previously-submitted data requests within five (5) business
9 days of the issuance of the ruling on the instant Motion.
10 At a minimum, the CWA respectfully requests that a
11 procedural conference/oral argument be promptly scheduled so
12 that this dispute may be fully vetted and resolved.

13 RESPECTFULLY SUBMITTED this 8th day of October 2010.

14 LUBIN & ENOCH, P.C.

15 
16 _____
17 Nicholas J. Enoch, Esq.
18 Attorney for Intervenor CWA

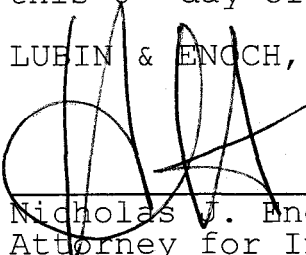
19 **SEPARATE STATEMENT OF COUNSEL REGARDING**
20 **EFFORTS TO RESOLVE DISCOVERY DISPUTE**

21 Undersigned counsel for the CWA herein submits this
22 separate Statement of Counsel in order to establish
23 compliance with the requirements of Rule 37(a)(2)[C],
24 Ariz.R.Civ.P. with respect to this Motion to Compel. As set
25 forth in numerous correspondence exchanged between the
26 parties, the CWA has made diligent, good faith efforts to
27 resolve this discovery dispute before resorting to the ALJ
28 for relief.

1 the CWA hereby certifies that, after personal consultation
2 and good faith efforts to do so, counsel have been unable to
3 satisfactorily resolve the dispute which is the subject

4 RESPECTFULLY SUBMITTED this 8th day of October 2010.

5 LUBIN & ENOCH, P.C.

6
7
8 
Nicholas J. Enoch, Esq.
Attorney for Intervenor CWA

9 **CERTIFICATE OF SERVICE**

10 I hereby certify that on this 8th day of October, 2010,
11 an Original and thirteen (13) copies of the CWA's Motion to
12 Compel was filed with:

13 Arizona Corporation Commission
14 Docket Control Center
1200 West Washington Street
15 Phoenix, Arizona 85007-2996

16 I hereby further certify that I have this day served
17 one (1) copy of the foregoing document on all parties of
18 record in this proceeding via regular*/e-mail, as set forth
19 on the attached Service List (not including Arizona
20 Reporting Service and Lyn Farmer).

21 Doreen Val
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T-01051B-10-0194

Search

Docket	Documents	Decisions	Case Schedule	Staff Assigned	Service List	Linked Dockets
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Back

 Service List ☒ PDF ☐ Web ☐ Word ☐ Excel
Service List:

Company	Contact	Address	Date Added
	John Ilgen	9606 N. Mopcc Expressway Suite 700 Austin, Texas 78759	9/22/2010
	Lyndall Nipps	845 Camino Sur Palm Springs, California 82262	8/3/2010
XO Communications, Inc.	Rex Knowles	7050 Union Park Ave., Ste. 500 Midvale, Utah 84047	7/30/2010
DIECA Communications, Inc	Katherine Mudge	7000 N. Mopac Expressway, 2nd Floor Austin, Texas 78731	7/30/2010
	Arizona Reporting Service, Inc.	2200 N. Central Ave. -502 Phoenix, Arizona 85004-1481	7/2/2010
	Penny Stanley	270 Interlocken Blvd. - 600 Broomfield, Colorado 80021	7/2/2010
	Michel Singer-Nelson	270 Interlocken Blvd. - 600 Broomfield, Colorado 80021	7/2/2010
	Harry Gildea	1111 14th St., N.W., - 300 Washington , District of Columbia 20005	7/2/2010
	Stephen Melnikoff	901 N. Stuart St., - 700 Arlington, Virginia 22203-1837	7/2/2010
	Scott Rubin	333 Oak Lane Bloomsburg, Pennsylvania 17815	7/2/2010
	Nicholas Enoch	349 N. Fourth Ave. Phoenix, Arizona 85003	7/2/2010
	James Falvey	420 Chinguapin Round Rd., - 2-1 Annapolis, Maryland 21401	7/2/2010
	Joan Burke	1650 N. First Avenue Phoenix, Arizona 85003	7/2/2010
	William Haas	One Martha's Way Hiawatha, Iowa 52233	7/2/2010
	Rogelio Pena	4845 Pearl East Circle, - 101 Boulder, Colorado 80301	7/2/2010
	Greg Rogers	1025 Eldorado Boulevard Broomfield, Colorado 80021	7/2/2010
	Mark DiNunzio	1550 W. Deer Valley Rd. MS:DV3-16, Bldg. C	7/2/2010

		Phoenix, Arizona 85027	
	Daniel Pozefsky	1110 West Washington, Suite 220 Phoenix, Arizona 85007	7/2/2010
	David Ziegler	20 E. Thomas Rd, 16th Floor Phoenix, Arizona 85012	7/2/2010
	Linda Stinar	6700 Via Austi Pkwy. Las Vegas, Nevada 89119	7/2/2010
	Gregory Merz	500 IDS Center 80 S. Eighth St. Minneapolis, Minnesota 55402	6/21/2010
Eschelon Telecom of Arizona, Inc.	Karen Clauson	6160 Golden Hills Dr. Golden Valley, Minnesota 55416- 1020	6/21/2010
	Michael Patten	Roshka DeWulf & Patten, PLC One Arizona Center 400 E. Van Buren St. - 800 Phoenix, Arizona 85004	6/21/2010
	Kevin Zarling	400 West 15th Street, Ste 315 Austin, Texas 78701	6/9/2010
	Janice Alward	1200 W. Washington Phoenix, Arizona 85007	5/14/2010
	Steve Olea	1200 W. Washington St. Phoenix, Arizona 85007	5/14/2010
Arizona Corporation Commission	Lyn Farmer	1200 W. Washington Phoenix, Arizona 85007-2927	5/14/2010
	Jeffery Crockett	One Arizona Center 400 E. Van Buren Phoenix, Arizona 85004-2202	5/14/2010
	Norman Curtright	20 E. Thomas Road, 16th Floor Phoenix, Arizona 85012	5/14/2010

Exhibit A

1
2
3
4 BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF COLORADO

5 DOCKET NO. 10A-350T
6

7 INTERVENOR CWA'S FIRST SET OF DATA
8 REQUESTS TO JOINT APPLICANTS

9 JOINT APPLICATION OF QWEST COMMUNICATIONS INTERNATIONAL,
10 INC. AND CENTURYLINK, INC. FOR APPROVAL OF INDIRECT TRANSFER
11 OF CONTROL OF QWEST CORPORATION, EL PASO COUNTY TELEPHONE
COMPANY, QWEST COMMUNICATIONS COMPANY LLC, AND QWEST LD
CORP.

12 To: Applicants Qwest Communications International, Inc.
13 ("Qwest") and CenturyLink, Inc. ("CenturyLink") and
14 their counsel:

15 Intervenor Communications Workers of America, AFL-CIO,
16 CLC ("CWA"), through its undersigned counsel, hereby submit
17 the following data requests upon Qwest and CenturyLink
18 (collectively "Joint Applicants"). The Joint Applicants
19 shall serve responses or objections consistent with Rule
20 1405(b) of the Commission's Rules of Practice and Procedure,
21 unless modified by Commission order. Please note that all
22 Commission rules and other applicable Colorado rules and
23 laws governing discovery requests and responses in this
24 proceeding apply to these requests, including an ongoing
25 duty to supplement and/or update responses.

26 Request No. 1-1.

27 Please provide all documents submitted by or on behalf
28 of Qwest to the U.S. Department of Justice and the Federal

1 Trade Commission pursuant to the requirements of the Hart-
2 Scott-Rodino Anti-Trust Improvements Act, as amended.

3 Request No. 1-2.

4 Please provide all documents submitted by or on behalf
5 of CenturyLink to the U.S. Department of Justice and the
6 Federal Trade Commission pursuant to the requirements of the
7 Hart-Scott-Rodino Anti-Trust Improvements Act, as amended.

8 Request No. 1-3.

9 Please provide all non-public documents which are part
10 of the April 21, 2010 Agreement and Plan of Merger Among
11 Qwest Communications International Inc., CenturyTel, Inc.
12 and SB44 Acquisition Company, including any attachments,
13 appendices and disclosure letters.

14 Request No. 1-4.

15 Please provide fully enabled copies of any computer
16 spreadsheet models, developed by or for CenturyLink and/or
17 Qwest, projecting the future operating and financial
18 prospects of the combined firms.

19 Request No. 1-5.

20 To the extent not provided in the Hart-Scott-Rodino
21 filings, please provide all materials developed by or for
22 CenturyTel and/or Qwest for presentation to their respective
23 Board of Directors and the separate Qwest transaction
24 committee (including backup documentation and underlying
25 computations), and notes taken at the following meetings, as
26 identified in the June 4, 2010 CenturyLink S-4 filing:

- a. The November 18, 2009 CenturyLink Board of Directors meeting (p. 34).
- b. Mr. Post's January 9, 2010 communication with CenturyLink Board of Directors (p. 34).
- c. The January 19, 2010 CenturyLink Board of Directors (p. 34).
- d. The February 17 and 18, 2010 Qwest Board of Directors meeting (p. 34).
- e. The February 23, 2010 CenturyLink Board of Directors meeting (p. 35).
- f. The March 15, 2010 joint special meeting of the Qwest Board of Directors and transaction committee, including the presentations by Mr. Mueller and Lazard (p. 36).
- g. The March 18, 2010 Qwest Board of Directors meeting, including management's updated presentation regarding Qwest's long-range plan (p. 36).
- h. The March 22, 2010 meeting of the Qwest Board of Directors transaction committee, including the presentation b Lazard (p. 36).
- i. The March 29, 2010 meeting between the Qwest transaction committee and representatives of Perella Weinberg (p. 37).
- j. The March 31, 2010 meeting of the Qwest Board of Directors and Qwest senior management, including

1 reports by Mr. Mueller and Qwest management (p.
2 37).

3 k. The April 1, 2010 meeting between the Qwest
4 transaction committee and representatives of
5 Perella Weinberg, including Perella Weinberg's
6 report (p. 37).

7 l. The April 4, 2010 meeting between the Qwest
8 transaction committee and representatives of
9 Perella Weinberg, including any Perella Weinberg
10 report (p. 37).

11 m. The April 5, 2010 meeting of the Qwest Board of
12 Directors, including the Perella Weinberg
13 presentation and the report that Lazard provided
14 to the Board prior to this meeting (p. 37-38).

15 n. The April 5, 2010 telephone conversation between
16 members of the Qwest transaction committee and Mr.
17 Mueller (p. 38).

18 o. The April 12, 2010 meeting of the CenturyLink
19 Board of Directors (p. 38).

20 p. The April 14 and 15, 2010 meeting of the Qwest
21 Board of directors, including Qwest management's
22 update and Qwest's financial advisors "detailed
23 presentation of the strategic rationale for the
24 proposed combination with CenturyLink, including
25 potential opportunities for synergies" (p. 39).

26 q. The April 19, 2010 meeting between Patrick J.
27 Martin (Qwest's lead independent director and
28

1 chairman of the transaction committee) and Mr.
2 Post (p. 39).

3 r. The April 19, 2010 meeting of the CenturyLink
4 Board of Directors, including management's
5 detailed review of their "due diligence findings"
6 and "various sensitivity analyses," CenturyLink's
7 financial advisors review of "the potential impact
8 of the transaction," and Mr. Post's report (p.
9 39).

10 s. The April 21, 2010 meeting of the CenturyLink
11 Board of Directors, including any reports or
12 analyses from its senior management and its
13 financial advisors (pp. 39-40).

14 t. The April 21, 2010 meeting of the Qwest Board of
15 Directors, including any reports or analyses from
16 its senior management and its financial advisors
17 (p. 40).

18 Request No. 1-6.

19 To the extent not provided in the Hart-Scott-Rodino
20 filings, please provide copies of all materials developed in
21 preparation for or exchanged at, and notes taken at the
22 following meetings or telephonic conversations, as described
23 in the S-4:

24 a. The Qwest management September 2009 "periodic
25 review and assessment of Qwest's financial
26 strategic alternatives" (p. 33).

- 1 b. The October 2, 2009 meeting between Glen F. Post,
2 III and Edward A. Mueller (p. 34).
- 3 c. The November 11, 2009 meeting between CenturyLink
4 and Qwest senior management teams (p. 34).
- 5 d. November and December 2009 telephone conversations
6 between Mr. Post and Mr. Mueller (p. 34).
- 7 e. The December 20 and December 21, 2009 meetings
8 between Mr. Post and Mr. Mueller (p. 34).
- 9 f. The (on or about) February 26, 2010 telephone
10 conversation between Mr. Post and Mr. Mueller (p.
11 35).
- 12 g. The March 2, 2010 discussion between Mr. Post and
13 Mr. Mueller (p. 35).
- 14 h. The March 5, 2010 meeting between certain of
15 CenturyLink's financial advisors and
16 representatives of Qwest's financial advisor,
17 Lazard Freres (p. 35).
- 18 i. The March 8, 2010 communication between certain of
19 CenturyLink's financial advisors and Lazard (p.
20 35).
- 21 j. The March 8, 2010 communication between Mr. Post
22 and Mr. Mueller (p. 35).
- 23 k. The "non-public information" exchanged by
24 CenturyLink and Qwest as referenced by the S-4 on
25 page 35.
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1. The March 11, 2010 Qwest senior management presentation to members of CenturyLink's senior management (p. 35).
- m. The March 12, 2010 telephone call from Mr. Post to Mr. Mueller (p. 35).
- n. The March 16, 2010 telephone conversation among Lazard, Deutsche Bank and Morgan Stanley.
- o. The March 23, 2010 presentation by members of Qwest senior management to members of CenturyLink senior management and CenturyLink financial advisors (p. 37).
- p. The March 25, 2010 discussion between Mr. Post and Mr. Mueller (p. 37).
- q. The April 1, 2010 meeting between the senior management of Qwest and CenturyLink, including CenturyLink's presentation to Qwest management and its financial advisors (p. 37).
- r. The telephone calls and in-person meetings during the week of April 5, 2010 among experts for Qwest and CenturyLink to discuss various due diligence matters (p. 38).
- s. The April 7, 2010 discussion between Mr. Post and Mr. Miller (p. 38).
- t. The April 8, 2010 discussion between Mr. Post and Mr. Miller (p. 38).
- u. The April 9, 2010 discussion between Mr. Post and Mr. Miller (p. 38).

1 v. The April 12, 2010 discussion between Mr. Post and
2 Mr. Miller (pp. 38-39).

3 Request No. 1-7.

4 Regarding the "large number of systems that must be
5 integrated, including billing, management information,
6 purchasing, accounting and finance, sales, payroll and
7 benefits, fixed asset, lease administration and regulatory
8 compliance" (June 4, 2010 S-4, p. 16), please provide any
9 documents or analyses, performed by or for CenturyLink or
10 Qwest, that are responsive to the following:

- 11 a. List(s) identifying all such systems.
- 12 b. Discussions of the integration of such systems.
- 13 c. Timelines or chronologies projecting the
14 integration of such systems.
- 15 d. Identifying the potential risks associated with
16 the integration of such systems.
- 17 e. Comparing the system integration process
18 associated with the CenturyTel/Embarq transaction
19 with the proposed CenturyLink/Qwest transaction.
- 20 f. The range of potential charges and expenses that
21 CenturyLink and Qwest, separately, expect to take
22 prior to the closing of the proposed transaction.
- 23 g. The range of potential charges and expenses that
24 CenturyLink and Qwest, separately, expect to take
25 prior to, or subsequent to, the closing of the
26 proposed transaction.

Request No. 1-8.

Regarding potential future growth by CenturyLink through acquisitions as referenced, for example, on page 19 of the S-4 ("CenturyLink has traditionally sought growth largely through acquisitions of properties similar to those currently operated by it."), page 20 ("Following the merger, CenturyLink may continue to expand its operations through additional acquisitions, [and] other strategic transactions..."), and page 23 (potential "material adverse consequences" of the transaction on CenturyLink by "(iii) limiting CenturyLink's ability to access the capital markets... to fund acquisitions or emerging businesses, (iv) limiting the amount of free cash flow available for future operations, acquisitions, dividends, stock repurchases or other uses..."),

- a. Is CenturyLink currently contemplating any additional acquisitions or strategic transactions? If yes, please describe.
- b. Has CenturyLink engaged in discussions regarding any other acquisitions or strategic transactions within the previous year? If yes, please describe.
- c. Have CenturyLink and/or Qwest engaged in discussions with Sprint regarding any type of strategic relationship involving Sprint's wireless network? If yes, please describe.

- 1 d. Have CenturyLink and/or Qwest engaged in
2 discussions with Clearwire regarding any type of
3 strategic relationship involving the Clearwire
4 WiMAX wireless broadband network? If yes, please
5 describe.
- 6 e. Have CenturyLink and/or Qwest engaged in
7 discussions with T-Mobile or its parent regarding
8 any type of strategic relationship involving the
9 T-Mobile's wireless network? If yes, please
10 describe.
- 11 f. Have CenturyLink and/or Qwest engaged in
12 discussions with any other wireless provider
13 regarding any type of strategic relationship? If
14 yes, please describe.
- 15 g. Have CenturyLink and/or Qwest engaged in
16 discussions with Harbinger Capital regarding its
17 reported efforts to enter into strategic
18 relationships for the creation of a new 4th
19 generation wireless broadband network? If yes,
20 please describe.
- 21 h. Have CenturyLink and/or Qwest engaged in
22 discussions with any cable communications provider
23 regarding any type of strategic relationship? If
24 yes, please describe.
- 25 i. Have CenturyLink and/or Qwest engaged in
26 discussions with any satellite communications
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1 provider regarding any type of strategic
2 relationship? If yes, please describe.

3 Request No. 1-9.

4 Regarding the "KPNQwest litigation" referenced on page
5 22 of the S-4, please provide copies of all non-privileged
6 documents provided by Qwest or its attorneys or advisors to
7 CenturyLink or its attorneys or advisors.

8 Request No. 1-10.

9 Regarding the reference on page 22 of the S-4 to
10 counter parties with "certain significant agreements with
11 Qwest [who] may exercise contractual rights to terminate
12 such agreements following the merger," please provide a list
13 describing all such "significant agreements."

14 Request No. 1-11.

15 Please identify the members of the Qwest Board of
16 Directors transaction committee as described on page 34 of
17 the S-4.

18 Request No. 1-12.

19 Please provide copies of the due diligence lists
20 exchanged by Qwest and CenturyLink and described at the
21 March 18, 2010 Qwest Board of Directors meeting (S4, p. 36).

22 Request No. 1-13.

23 Please provide details of the "virtual data" rooms set
24 up by Qwest and CenturyLink, including a list of documents
25 and links (S-4, p. 37).

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1 exercises its conversion rights with respect to the
2 convertible notes, which rights will become exercisable
3 following delivery of the notice of redemption by Qwest."
4 Using certain assumptions, the S-4 states that Qwest could
5 be "required to pay holders of the notes an aggregate amount
6 of cash equal to approximately \$1.329 billion if all such
7 holders exercised their conversion rights."

8 a. Please provide an explanation of how Qwest plans
9 to fund this redemption.

10 b. What impact will this redemption, and the actions
11 required to fund it, have on Qwest's outstanding
12 debt, leverage ratios and other key financial
13 measures?

14 c. How will this redemption impact the pro forma
15 combined companies' outstanding debt, leverage
16 ratio and other key financial measures?

17 Request No. 1-18.

18 Please provide copies of Applicants' responses to the
19 data and document requests propounded any other party in the
20 above-mentioned dockets.

21 Request No. 1-19.

22 The CenturyLink S-4 at page 24 states: "the amount of
23 dividends that CenturyLink may distribute to its
24 shareholders is subject to restrictions under Louisiana law
25 and is limited by restricted payment and leverage covenants
26 in CenturyLink's credit facilities and, potentially, the
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1 terms of any future indebtedness that CenturyLink may
2 incur..."

3 a. Please identify and explain the restrictions under
4 Louisiana law referenced in this statement.

5 b. Please identify the restricted payment and
6 leverage covenants contained in CenturyLink's
7 credit facilities.

8 c. Are there any similar restrictions on dividends
9 for Qwest, either stemming from state law or from
10 credit facility covenants. If yes, please
11 describe.

12 Request No. 1-20.

13 The CenturyLink S-4 at page 24 states: "the amount of
14 dividends that CenturyLink's subsidiaries may distribute to
15 CenturyLink is subject to restrictions imposed by state law,
16 restrictions that may be imposed by state regulators in
17 connection with obtaining necessary approvals for the
18 merger, and restrictions imposed by the terms of credit
19 facilities applicable to certain subsidiaries and,
20 potentially, the terms of any future indebtedness that these
21 subsidiaries may incur."

22 a. Please identify and explain the restrictions under
23 state law or regulation referenced in this
24 statement.

25 b. Please identify any restrictions on dividend
26 payments by subsidiaries contained in
27 CenturyLink's credit facilities.

1 c. Are there any similar restrictions on dividends
2 for Qwest, either stemming from state law,
3 regulatory action, or from credit facility
4 covenants. If yes, please describe.

5 Request No. 1-21.

6 Please provide all materials relating to the
7 interactions among Qwest and Companies A and B prior to the
8 April 21 agreement (as described on page 34 and elsewhere in
9 the S-4), to the extent not previously provided.

10 Request No. 1-22.

11 Regarding the "Strategic Considerations" cited under
12 the CenturyLink Board of Directors' "Reasons for the
13 Merger," the CenturyLink S-4 at page 41 lists as one of the
14 "significant strategic opportunities" provided by the
15 proposed merger could be "the continued expansion of
16 CenturyLink's footprint and network capacity, as the
17 combined company is expected to have operations in 37 states
18 with approximately seventeen million access lines, five
19 million broadband customers and 180,000 miles of fiber optic
20 networks, giving the combined company greater scale and
21 reach..."

22 a. Please provide any documents, analyses, models or
23 notes not already furnished, regarding the
24 potential expansion of CenturyLink's footprint and
25 network capacity.
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- 1 b. Please describe separately, and in detail,
2 CenturyLink's and Qwest's access line, broadband,
3 and fiber optic network assets.
- 4 c. Please identify and describe the portion of the
5 180,000 miles of fiber optic networks the combined
6 companies will have which are attributable to
7 Qwest and which to Century Link.
- 8 d. Please identify and describe in detail all
9 specific instances where a CenturyLink affiliate
10 and a Qwest affiliate compete.

11 Request No. 1-23.

12 Regarding the "Strategic Considerations" cited under
13 the CenturyLink Board of Directors' "Reasons for the
14 Merger," the CenturyLink S-4 at page 41 lists as one of the
15 "significant strategic opportunities" provided by the
16 proposed merger could be "the diversification into
17 additional markets and product offerings, including greater
18 presence in urban areas, reduced exposure to regulated
19 revenue sources, and significantly expanded opportunities to
20 market products and services to business, wholesale and
21 government customers;"

- 22 a. Please provide any documents, analyses, models or
23 notes not already furnished, regarding the
24 potential expansion of CenturyLink into additional
25 markets and for other product offerings.
- 26 b. Please provide any documents, analyses, models or
27 notes not already furnished, regarding the

1 reduction in reliance on regulated revenue
2 sources.

3 Request No. 1-24.

4 Regarding the "Strategic Considerations" cited under
5 the CenturyLink Board of Directors' "Reasons for the
6 Merger," the CenturyLink S-4 at page 41 lists as one of the
7 "the significantly greater scale and scope of the combined
8 company's operations, which will better enable it to pursue
9 new transactions and technologies, to take advantage of
10 additional growth opportunities, including in the areas of
11 IPTV and video, wireless telephony and data hosting, and to
12 pursue a broader range of potential strategic and
13 acquisition opportunities;"

- 14 a. Please provide any documents, analyses, models or
15 notes not already furnished, regarding the impact
16 of significantly greater scale on CenturyLink's
17 ability to pursue new transactions and
18 technologies and pursue a broader range of
19 potential strategic and acquisition opportunities.

20 Request No. 1-25.

21 Regarding the "Strategic Considerations" cited under
22 the CenturyLink Board of Directors' "Reasons for the
23 Merger," the CenturyLink S-4 at page 41 lists as one of the
24 "significant strategic opportunities" provided by the
25 proposed merger could be "the expectation that the combined
26 company will have a strong financial profile, with
27 unadjusted pro forma 2009 revenues of \$19.8 billion and free
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1 cash flow of \$3.4 billion, anticipated positive impacts on
2 CenturyLink's free cash flow per share upon the closing of
3 the proposed merger (exclusive of integration costs), a
4 sound capital structure, and an improved payout ratio with
5 no anticipated change in CenturyLink's policy of returning
6 significant dividends to shareholders..."

7 a. Please provide any documents, analyses, models or
8 notes not already furnished, regarding the
9 projected free cash flow of the combined companies
10 and why that obviates any anticipation of a change
11 in CenturyLink's policy of returning significant
12 dividends to shareholders.

13 b. Has CenturyLink evaluated the circumstances under
14 which a reduction in dividends might be indicated?
15 If yes, please explain.

16 c. Has CenturyLink performed any sensitivity analyses
17 of the projected performance of the combined
18 companies as such performance could impact the
19 sustainability of CenturyLink's dividend policy?
20 If yes, please explain and please provide copies
21 of any such analyses.

22 Request No. 1-26.

23 Regarding the "Strategic Considerations" cited under
24 the CenturyLink Board of Directors' "Reasons for the
25 Merger," the CenturyLink S-4 at page 41 lists "the
26 expectation that the combined company will achieve
27 approximately \$625 million in annual cost savings in

1 operating and capital expenditures within three to five
2 years of the closing, coming from, among other things,
3 network and operational efficiencies, leveraging combined
4 purchasing power, consolidating administrative activities,
5 sharing support infrastructure and implementation of best
6 practices."

7 a. Please provide any documents, analyses, models or
8 notes not already furnished, regarding the
9 projected \$625 million in annual cost savings
10 (synergies).

11 b. Please document, in detail, the sources of synergy
12 savings that CenturyLink has already achieved in
13 its transaction with Embarq, as well as
14 projections for additional synergies that it
15 expects to achieve in the future in connection
16 with that transaction.

17 c. Will the proposed Qwest transaction have any
18 impact - positive or negative - on the achievement
19 of synergies in the Embarq transaction? If yes,
20 please explain.

21 d. Has CenturyLink performed any analyses comparing
22 its actual or projected synergy savings in
23 associated with the Embarq transaction and those
24 it projects to obtain in the Qwest transaction?
25 If yes, please provide all such analyses.

26 e. Please provide any documents, analyses, models or
27 notes not already furnished, regarding any plans
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1 for sharing support infrastructure and the
2 synergies that might generate.

3 f. Please provide any documents, analyses, models or
4 notes not already furnished, regarding any plans
5 for consolidating administrative activities,
6 including the specific administrative activities
7 and the plans for consolidation of each activity.

8 g. Will the efficiencies, consolidations and support
9 infrastructure sharing result in office or
10 facilities closings, personnel layoffs, personnel
11 transfers, and/or other relocations? If so,
12 please provide all documents relating to such
13 closings, layoffs, transfers, and/or relocations.

14 h. Please provide all documents relating to office or
15 facilities closings, personnel layoffs, personnel
16 transfers, and/or other relocations specifically
17 as they affect Colorado.

18 Request No. 1-27.

19 Regarding the factors "weighing negatively against the
20 proposed merger," cited under the CenturyLink Board of
21 Directors' "Reasons for the Merger," the CenturyLink S-4 at
22 page 42 lists as one of the negative factors "the challenges
23 inherent in the combination of two businesses of the size
24 and scope of CenturyLink and Qwest and the cultures of each
25 business, including the risk that integration costs may be
26 greater than anticipated, that it may be difficult to retain
27 key employees, and that management's attention might be

1 | diverted for an extended period of time, particularly in
2 | light of CenturyLink's ongoing integration efforts with
3 | respect to the July 2009 acquisition of Embarq Corporation;"

4 | a. Please provide any documents, analyses, models or
5 | notes not already furnished, regarding the
6 | potential challenges inherent in a combination of
7 | two businesses of this size and the potential
8 | impact of such efforts on the ongoing integration
9 | efforts with respect to the Embarq transaction.

10 | Request No. 1-28.

11 | Regarding the factors "weighing negatively against the
12 | proposed merger," cited under the CenturyLink Board of
13 | Directors' "Reasons for the Merger," the CenturyLink S-4 at
14 | page 42 lists as one of the negative factors "the increased
15 | leverage of the combined company and obligations under
16 | existing pension plans, which, while believed to be
17 | appropriate for a company with the expected earnings profile
18 | of the combined company, could reduce CenturyLink's credit
19 | ratings, limit access to credit markets or make such access
20 | more expensive and reduce CenturyLink's operational and
21 | strategic flexibility;"

22 | a. Please provide any documents, analyses, models or
23 | notes not already furnished, regarding the
24 | potential negative impact of an increase in
25 | CenturyLink's leverage and any specific examples
26 | how that could reduce CenturyLink's operational
27 | and strategic flexibility.

Request No. 1-29.

Regarding the factors "weighing negatively against the proposed merger," cited under the CenturyLink Board of Directors' "Reasons for the Merger," the CenturyLink S-4 at page 42 lists as one of the negative factors "the risks associated with increasing CenturyLink's exposure to lower margin products and services and to higher rates of access line losses;"

- a. Please provide any documents, analyses, models or notes not already furnished, regarding the specific products and services associated with lower margins, as well as factors underlying such lower margins as well as potential higher rates of access line losses.

Request No. 1-30.

Referring to the statements on page 104 of the S-4 regarding the eligibility of current Qwest employees to participate in certain CenturyLink benefit plans, under what circumstances would a Qwest employee become eligible to participate in a CenturyLink plan rather than an existing Qwest plan?

Request No. 1-31.

How many regions does CenturyLink intend to divide Qwest into as part of its "highly localized"/ "Go To Market" model?

- a. If CenturyLink has yet to make this determination, please identify the individual(s) and/or working

1 groups or committees who will be responsible for
2 this area. Please provide all notes, minutes,
3 agenda, analyses and other relevant documents
4 which have been produced to-date.

5 Request No. 1-32.

6 How many "market clusters" does CenturyLink intend to
7 divide Qwest into as part of its "highly localized"/ "Go To
8 Market" model? How many "market clusters" will there be
9 within Colorado?

10 a. If CenturyLink has yet to make this determination,
11 please identify the individual(s) and/or working
12 groups or committees who will be responsible for
13 this area. Please provide all notes, minutes,
14 agenda, analyses and other relevant documents
15 which have been produced to-date.

16 Request No. 1-33.

17 Please identify and describe in detail which
18 CenturyLink and which Qwest systems (OSS and other)
19 CenturyLink will utilize in existing Qwest service areas
20 subsequent to the closing of this transaction.

21 a. If CenturyLink has yet to make this determination,
22 please identify the individual(s) and/or working
23 groups or committees who will be responsible for
24 this area. Please provide all notes, minutes,
25 agenda, analyses and other relevant documents
26 which have been produced to-date.

Request No. 1-34.

Please identify and describe in detail which CenturyLink and which Qwest systems (OSS and other) CenturyLink will utilize in existing CenturyLink service areas subsequent to the closing of this transaction.

- a. If CenturyLink has yet to make this determination, please identify the individual(s) and/or working groups or committees who will be responsible for this area. Please provide all notes, minutes, agenda, analyses and other relevant documents which have been produced to-date.

Request No. 1-35.

CenturyTel paid approximately \$149 million in 2008 to acquire 69 licenses in the FCC 700 MHz wireless spectrum auction. According to CenturyTel's February 27, 2009 10K (p. 12), the "700 MHz spectrum is not expected to be cleared for usage until mid-2009. We are still in the planning stages regarding the use of this spectrum. However, based on our preliminary analysis, we are considering developing wireless voice and data service capabilities based on equipment using LTE (Long-Term Evolution) technology. Given that this equipment is not expected to be commercially available until 2010, we do not expect our deployment to result in any material impact on our capital and operating budgets in 2009."

1 a. Has CenturyLink determined how, when and where it
2 will deploy wireless, voice and data services? If
3 yes, please elaborate. If no, please explain.

4 b. Please provide any documents that exist relating
5 to the "planning stages" referenced in the 10K.

6 Request No. 1-36.

7 Please provide an unredacted version of the Qwest and
8 CenturyLink Application for Consent to Transfer Control,
9 filed with the Federal Communications Commission on May 10,
10 2010.

11 Request No. 1-37.

12 Please describe your plans for linking and deploying
13 the respective companies' core fiber networks.

14 a. If CenturyLink has yet to make this determination,
15 please identify the individual(s) and/or working
16 groups or committees who will be responsible for
17 this area. Please provide all notes, minutes,
18 agenda, analyses and other relevant documents
19 which have been produced to-date.

20 Request No. 1-38.

21 Please identify all committees, task forces and/or
22 working groups that have been formed to develop and
23 implement the acquisition and integration of Qwest assets,
24 overall and at the individual state level. Please provide
25 all notes, minutes, agenda, analyses and other relevant
26 documents produced for or by these groups.

Request No. 1-39.

Referring to the Embarq transaction, Mr. Shafer testified that "CenturyLink made significant investment in and upgraded its financial and billing systems in order to deliver integrated, customer service and improved levels of financial accountability. These system upgrades were made with an eye towards future expansion which has enabled CenturyLink to quickly and seamlessly reach many key integration milestones. Consequently, very quickly after close, financial and human resource systems were converted. Within months, a phased schedule for converting customer billing systems was implemented. Already, approximately 25 percent of the access lines served by former Embarq systems have been successfully and seamlessly converted to CenturyLink's single integrated retail customer service and billing system. Another 25% of former Embarq access lines are expected to convert by year end 2010, with the remaining access lines converted by the third Quarter of 2011, or within about 24-27 months after closing." With respect to CenturyLink's upgraded financial and billing systems about which Mr. Shafer testified:

- a. Please describe in detail all such systems, the upgrades they went through, and the specific status of integration of these systems with Embarq.
- b. Are there any Embarq systems which will be retained on a standalone basis? Are there any

1 Embarq systems which serve (or will serve) the
2 combined CenturyTel/Embarq?

3 c. Were these systems upgraded "with an eye" on a
4 transaction the size of the one with Qwest?

5 d. Are these systems capable of integrating a company
6 of the size and complexity of Qwest? Please
7 explain.

8 e. Are there any Qwest systems that will become the
9 platform for the combined companies?

10 f. Please describe the impediments to the immediate
11 conversion of all of Embarq's access lines to the
12 CenturyLink financial and billing systems.

13 g. What are the specific projected synergies of this
14 integration?

15 h. Have there been, or will there be, any Embarq or
16 CenturyTel facilities that were made redundant or
17 reduced in size by this integration? If yes,
18 please describe in detail.

19 f. Will there be any Qwest or CenturyLink facilities
20 that will be made redundant or reduced in size by
21 this integration? If yes, please describe in
22 detail.

23 Request No. 1-40.

24 Mr. Shafer testified that, prior to closing, "In
25 addition to system conversions and network deployment, the
26 company finalized the budgeting process, completed

1 organizational design and many staffing decisions, and
2 launched a new brand."

3 a. What are the process, organizational design and
4 staffing decisions that impact Colorado that
5 CenturyLink already has made? Will make prior to
6 close? Will make post-closing? Please document
7 and describe in detail the planning process that
8 the companies have initiated and any conclusions
9 they have reached.

10 Request No. 1-41.

11 Mr. Shafer testified that "we will first need to
12 evaluate Qwest's structure and consider adjustment to the
13 configurations necessarily to fit the newly merged
14 operations and to ensure that any modifications continue to
15 meet customer expectations."

16 a. Please describe the types of adjustments that
17 CenturyLink believes are required, or are
18 considering making. Please explain, precisely,
19 what "configurations" may require adjustments in
20 order "to fit the newly merged operations."

21 Request No. 1-42.

22 Mr. Shafer testified that "CenturyLink employs a
23 "neighborhood" approach to customer service call centers
24 that enables customer calls to be matched with associates
25 that are trained to understand the nuances of the state.
26 The neighborhoods are designed and grouped to align
27 available staffing with the needs of the states that are
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1 included in that group. Through the neighborhood approach,
2 customer service associates have a focus and an "ownership"
3 of the states for which they are responsible. They
4 understand the service offerings in that region and are even
5 aware of current happenings in the area as the call screens
6 have the ability to provide real time information about the
7 locale so that there is a real connection between the
8 associate and the customer. This is another approach that
9 likely will be adopted during the integration of Qwest."

10 a. Please describe how this "neighborhood" approach
11 to customer service call centers will impact the
12 operations of Colorado facilities and operations.

13 Request No. 1-43.

14 With respect to integration of CenturyLink and Qwest in
15 Colorado, please describe in detail the specific operations,
16 functions and systems for both companies that will be
17 impacted by such activities.

18 Request No. 1-44.

19 With respect to the integration activities referenced
20 immediately above, please describe in detail the impact such
21 actions will have on employment in Colorado.

22 Request No. 1-45.

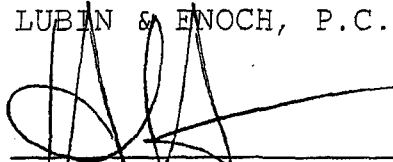
23 With respect to synergies that the combined companies
24 expect to achieve from the proposed transaction, please
25 describe in detail the synergies in Colorado.

Request No. 1-46.

With respect to synergy savings referenced immediately above, please describe in detail the source of such synergy savings in Colorado, by category (including employment levels).

RESPECTFULLY SUBMITTED this 23rd day of July, 2010.

LUBIN & ENOCH, P.C.


Nicholas J. Enoch, Esq.
Attorney for Intervenor CWA

CERTIFICATE OF SERVICE

This is to certify that on this 23rd day of July, 2010, I have duly served the within CWA's FIRST SET OF DATA REQUESTS TO JOINT APPLICANTS upon all parties herein via E-mail (and Regular Mail*) to:

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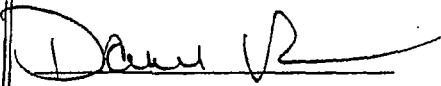
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4 

5 F:\Law Offices\client directory\CNA\003\DiscoveryDisclosure\2010 07 23 CNA-003.QDRrequest#1.pld.upd

Exhibit B

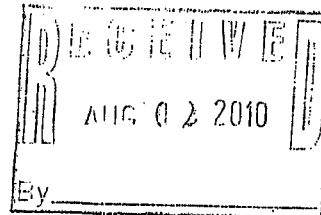
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August 2, 2010



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*Re: Responses to CWA's First Set of Data Requests to CenturyLink
Communications et al.—Docket Nos. T-01051B-10-0194, T-02811B-10-0194,
T-04190A-10-0194, T-20443A-10-0194, T-03555A-10-0194 and T-03902A-10-
0194*

Gentlemen:

Attached are the responses of CenturyLink to CWA's First Set of Data Requests in the
above-referenced dockets.

Very truly yours,

SNELL & WILMER



Jeffrey W. Crockett

JWC:gdb

cc (w/o enclosures): Kevin Zarling, Esq.
Norm Curtright, Esq.
Torry Sommers

August 2, 2010

Page 2

cc (with enclosures): Reed Peterson, Esq.
Mark Harper
Daniel Pozefsky, Esq.
William Rigsby
Michael W. Patten, Esq.
Gregory L. Rogers
Rogelio Pena
Karen L. Clauson
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Mark DiNunzio
Maureen Scott, Esq.
Armando Fimbres
Pamela Genung
Katherine Mudge

COMMUNICATION WORKERS OF AMERICA'S
FIRST SET OF DATA REQUESTS TO
CENTURYLINK

DOCKET NOS. T-01051B-10-0194; T-03902A-10-0194; T-02811B-10-0194; T-20443A-10-0194; T-04190A-10-0194; T-03555A-10-0194

JULY 21, 2010

-
1. Please provide all documents submitted by or on behalf of Qwest to the U.S. Department of Justice and the Federal Trade Commission pursuant to the requirements of the Hart-Scott-Rodino Anti-Trust Improvements Act, as amended.

Response: Please see Qwest's response to CWA-1.

Prepared by: Mark Harper, Director-Regulatory Operations and Policy
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100 CenturyLink Drive
Monroe, LA 71203

2. Please provide all documents submitted by or on behalf of CenturyLink to the U.S. Department of Justice and the Federal Trade Commission pursuant to the requirements of the Hart-Scott-Rodino Anti-Trust Improvements Act, as amended.

Objections: CenturyLink objects to this request insofar as it is not relevant to the subject matter of this action and is not reasonably calculated to lead to the discovery of admissible evidence. The filings prepared by CenturyLink as required by the HSR Act are specifically designed to provide to the Department of Justice and the Federal Trade Commission the information that they require to analyze the merger on a national level addressing specific federal antitrust issues. This is not the proper jurisdiction for such an analysis. In addition, the information requested is highly confidential, commercially sensitive information, the release of which would cause irreparable competitive harm to CenturyLink.

3. Please provide all non-public documents which are part of the April 21, 2010 Agreement and Plan of Merger Among Qwest Communications International Inc., CenturyTel, Inc. and SB44 Acquisition Company, including any attachments, appendices and disclosure letters.

Objections: CenturyLink objects to this request insofar as the information requested is highly confidential, commercially sensitive information, the release of which would cause irreparable competitive harm to CenturyLink.

4. Please provide fully enabled copies of any computer spreadsheet models, developed by or for CenturyLink and/or Qwest, projecting the future operating and financial prospects of the combined firms.

Objections: CenturyLink objects to this request because it is overly broad, unduly burdensome and excessively time consuming by requesting "any" documentation related to the referenced events. CenturyLink further objects to this request insofar as the information requested is highly confidential,

commercially sensitive information, the release of which would cause irreparable competitive harm to CenturyLink.

5. To the extent not provided in the Hart-Scott-Rodino filings, please provide all materials developed by or for CenturyTel and/or Qwest for presentation to their respective Board of Directors and the separate Qwest transaction committee (including backup documentation and underlying computations), and notes taken at the following meetings, as identified in the June 4, 2010 CenturyLink S-4 filing:
- a. The November 18, 2009 CenturyLink Board of Directors meeting (p. 34).
 - b. Mr. Post's January 9, 2010 communication with CenturyLink Board of Directors (p. 34).
 - c. The January 19, 2010 CenturyLink Board of Directors (p. 34).
 - d. The February 17 and 18, 2010 Qwest Board of Directors meeting (p. 34).
 - e. The February 23, 2010 CenturyLink Board of Directors meeting (p. 35).
 - f. The March 15, 2010 joint special meeting of the Qwest Board of Directors and transaction committee, including the presentations by Mr. Mueller and Lazard (p. 36).
 - g. The March 18, 2010 Qwest Board of Directors meeting, including management's updated presentation regarding Qwest's long-range plan (p. 36).
 - h. The March 22, 2010 meeting of the Qwest Board of Directors transaction committee, including the presentation b Lazard (p. 36).
 - i. The March 29, 2010 meeting between the Qwest transaction committee and representatives of Perella Weinberg (p. 37).
 - j. The March 31, 2010 meeting of the Qwest Board of Directors and Qwest senior management, including reports by Mr. Mueller and Qwest management (p. 37).
 - k. The April 1, 2010 meeting between the Qwest transaction committee and representatives of Perella Weinberg, including Perella Weinberg's report (p. 37).
 - l. The April 4, 2010 meeting between the Qwest transaction committee and representatives of Perella Weinberg, including any Perella Weinberg report (p. 37).
 - m. The April 5, 2010 meeting of the Qwest Board of Directors, including the Perella Weinberg presentation and the report that Lazard provided to the Board prior to this meeting (p. 37-38).
 - n. The April 5, 2010 telephone conversation between members of the Qwest transaction committee and Mr. Mueller (p. 38).
 - o. The April 12, 2010 meeting of the CenturyLink Board of Directors (p. 38).
 - p. The April 14 and 15, 2010 meeting of the Qwest Board of directors, including Qwest management's update and Qwest's financial advisors "detailed presentation of the strategic rationale for the proposed combination with CenturyLink, including potential opportunities for synergies" (p. 39).
 - q. The April 19, 2010 meeting between Patrick J. Martin (Qwest's lead independent director and chairman of the transaction committee) and Mr. Post (p. 39).
 - r. The April 19, 2010 meeting of the CenturyLink Board of Directors, including management's detailed review of their "due diligence findings" and "various sensitivity analyses," CenturyLink's financial advisors review of "the potential impact of the transaction," and Mr. Post's report (p. 39).
 - s. The April 21, 2010 meeting of the CenturyLink Board of Directors, including any reports or analyses from its senior management and its financial advisors (pp. 39-40).
 - t. The April 21, 2010 meeting of the Qwest Board of Directors, including any reports or analyses from its senior management and its financial advisors (p. 40).

Objections: CenturyLink objects to this request because it is overly broad, unduly burdensome and excessively time consuming by requesting "all" documentation related to the referenced events. In addition, CenturyLink objects to this request insofar as the information requested is highly confidential, commercially sensitive information, the release of which would cause irreparable competitive harm to CenturyLink. Finally, the substance of the referenced meetings is accurately and fairly disclosed in the S-4 and amended S-4 (which was filed on July 16, 2010) filings, such that risking disclosure or misuse of this most sensitive information is not required in order to provide the Arizona Corporation Commission ("Commission") and CWA with full and fair information concerning the consideration of the proposed merger.

6. To the extent not provided in the Hart-Scott-Rodino filings, please provide copies of all materials developed in preparation for or exchanged at, and notes taken at the following meetings or telephonic conversations, as described in the S-4:
 - a. The Qwest management September 2009 "periodic review and assessment of Qwest's financial strategic alternatives" (p. 33).
 - b. The October 2, 2009 meeting between Glen F. Post, III and Edward A. Mueller (p. 34).
 - c. The November 11, 2009 meeting between CenturyLink and Qwest senior management teams (p. 34).
 - d. November and December 2009 telephone conversations between Mr. Post and Mr. Mueller (p. 34).
 - e. The December 20 and December 21, 2009 meetings between Mr. Post and Mr. Mueller (p. 34).
 - f. The (on or about) February 26, 2010 telephone conversation between Mr. Post and Mr. Mueller (p. 35).
 - g. The March 2, 2010 discussion between Mr. Post and Mr. Mueller (p. 35).
 - h. The March 5, 2010 meeting between certain of CenturyLink's financial advisors and representatives of Qwest's financial advisor, Lazard Freres (p. 35).
 - i. The March 8, 2010 communication between certain of CenturyLink's financial advisors and Lazard (p. 35).
 - j. The March 8, 2010 communication between Mr. Post and Mr. Mueller (p. 35).
 - k. The "non-public information" exchanged by CenturyLink and Qwest as referenced by the S-4 on page 35.
 - l. The March 11, 2010 Qwest senior management presentation to members of CenturyLink's senior management (p. 35).
 - m. The March 12, 2010 telephone call from Mr. Post to Mr. Mueller (p. 35).
 - n. The March 16, 2010 telephone conversation among Lazard, Deutsche Bank and Morgan Stanley.
 - o. The March 23, 2010 presentation by members of Qwest senior management to members of CenturyLink senior management and CenturyLink financial advisors (p. 37).
 - p. The March 25, 2010 discussion between Mr. Post and Mr. Mueller (p. 37).
 - q. The April 1, 2010 meeting between the senior management of Qwest and CenturyLink, including CenturyLink's presentation to Qwest management and its financial advisors (p. 37).
 - r. The telephone calls and in-person meetings during the week of April 5, 2010 among experts for Qwest and CenturyLink to discuss various due diligence matters (p. 38).
 - s. The April 7, 2010 discussion between Mr. Post and Mr. Miller (p. 38).
 - t. The April 8, 2010 discussion between Mr. Post and Mr. Miller (p. 38).

- u. The April 9, 2010 discussion between Mr. Post and Mr. Miller (p. 38).
- v. The April 12, 2010 discussion between Mr. Post and Mr. Miller (pp. 38-39).

Objections: CenturyLink objects to this request because it is overly broad, unduly burdensome and excessively time consuming by requesting "all" documentation related to the referenced events. In addition, CenturyLink objects to this request insofar as the information requested is highly confidential, commercially sensitive information, the release of which would cause irreparable competitive harm to CenturyLink. Finally, the substance of the referenced meetings is accurately and fairly disclosed in the S-4 and amended S-4 (which was filed on July 16, 2010) filings, such that risking disclosure or misuse of this most sensitive information is not required in order to provide the Commission and CWA with full and fair information concerning the consideration of the proposed merger.

7. Regarding the "large number of systems that must be integrated, including billing, management information, purchasing, accounting and finance, sales, payroll and benefits, fixed asset, lease administration and regulatory compliance" (June 4, 2010 S-4, p. 16), please provide any documents or analyses, performed by or for CenturyLink or Qwest, that are responsive to the following:

- a. List(s) identifying all such systems.
- b. Discussions of the integration of such systems.
- c. Timelines or chronologies projecting the integration of such systems.
- d. Identifying the potential risks associated with the integration of such systems.
- e. Comparing the system integration process associated with the CenturyTel/Embarq transaction with the proposed CenturyLink/Qwest transaction.
- f. The range of potential charges and expenses that CenturyLink and Qwest, separately, expect to take prior to the closing of the proposed transaction.
- g. The range of potential charges and expenses that CenturyLink and Qwest, separately, expect to take prior to, or subsequent to, the closing of the proposed transaction.

Objections: CenturyLink objects to this request because it is overly broad, unduly burdensome and excessively time consuming by requesting "all" documentation related to the referenced events.

Response: Subject to and without waiving its objections, CenturyLink provides the following response:

Please see CenturyLink's response to Integra Data Requests 40, 52 and 57. Please also see Amendment No. 1 to Form S-4 (which may be found at: <http://www.centurylinkqwestmerger.com/downloads/key-materials/CenturyLinkInc.pdf>) and Exhibit TS-2 to Mr. Todd Schafer's direct testimony.

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8. Regarding potential future growth by CenturyLink through acquisitions as referenced, for example, on page 19 of the S-4 ("CenturyLink has traditionally sought growth largely through acquisitions of properties similar to those currently operated by it."), page 20

("Following the merger, CenturyLink may continue to expand its operations through additional acquisitions, [and] other strategic transactions . . ."), and page 23 (potential "material adverse consequences" of the transaction on CenturyLink by "(iii) limiting CenturyLink's ability to access the capital markets . . . to fund acquisitions or emerging businesses, (iv) limiting the amount of free cash flow available for future operations, acquisitions, dividends, stock repurchases or other uses...");

- a. Is CenturyLink currently contemplating any additional acquisitions or strategic transactions? If yes, please describe.
- b. Has CenturyLink engaged in discussions regarding any other acquisitions or strategic transactions within the previous year? If yes, please describe.
- c. Have CenturyLink and/or Qwest engaged in discussions with Sprint regarding any type of strategic relationship involving Sprint's wireless network? If yes, please describe.
- d. Have CenturyLink and/or Qwest engaged in discussions with Clearwire regarding any type of strategic relationship involving the Clearwire WiMAX wireless broadband network? If yes, please describe.
- e. Have CenturyLink and/or Qwest engaged in discussions with T-Mobile or its parent regarding any type of strategic relationship involving the T-Mobile's wireless network? If yes, please describe.
- f. Have CenturyLink and/or Qwest engaged in discussions with any other wireless provider regarding any type of strategic relationship? If yes, please describe.
- g. Have CenturyLink and/or Qwest engaged in discussions with Harbinger Capital regarding its reported efforts to enter into strategic relationships for the creation of a new 4th generation wireless broadband network? If yes, please describe.
- h. Have CenturyLink and/or Qwest engaged in discussions with any cable communications provider regarding any type of strategic relationship? If yes, please describe.
- i. Have CenturyLink and/or Qwest engaged in discussions with any satellite communications provider regarding any type of strategic relationship? If yes, please describe.

Objections: CenturyLink objects to this request insofar as it is not relevant to the subject matter of this action and is not reasonably calculated to lead to the discovery of admissible evidence. The scope of this proceeding is to establish whether the merger of the CenturyLink and Qwest parent companies meets the requirements of the Arizona Corporation Commission's Affiliated Interests Rules. Specific information regarding CenturyLink's future acquisition plans is not relevant to this analysis. Neither is information regarding other transactions that were or could have been contemplated or discussed by either Qwest or CenturyLink. The scope of this proceeding is limited to examining whether this transaction meets the Arizona requirements, not whether other transactions might also meet those requirements. In addition, the information requested is highly confidential, commercially sensitive information, the release of which would cause irreparable harm to CenturyLink.

9. Regarding the "KPNQwest litigation" referenced on page 22 of the S-4, please provide copies of all non-privileged documents provided by Qwest or its attorneys or advisors to CenturyLink or its attorneys or advisors.

Objections: CenturyLink objects that this request is overbroad and burdensome, in that it would require CenturyLink to sort through numerous documents in order to determine which are not privileged. CenturyLink further objects that the

request seeks documents that are irrelevant to any issue that is properly within the jurisdiction of the Arizona Corporation Commission. Subject to and without waiving these objections, CenturyLink states that it will provide the following documents:

Response: Subject to and without waiving these objections, CenturyLink states that it will provide the following documents:

1. The Complaint and the Order dismissing the lawsuit styled Meijer v. Qwest Communications International, Inc., filed in the U.S. District Court for the District of Colorado. Please see Attachments CWA-9.1 and 9.2.
2. The Third Amended Complaint and the opinion of the Arizona Court of Appeals affirming the dismissal of the lawsuit styled Grand v. Nacchio, et al., filed in the Superior Court of Pima County, Arizona. Please see Attachments CWA-9.3 and 9.4.
3. The Summons and Complaint in the matter of Cargill Financial Markets, P.L.C. et al. v. KPN, B.V., et al. pending in the Amsterdam District Court. Please see Attachments CWA-9.5 and 9.6.

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10. Regarding the reference on page 22 of the S-4 to counterparties with "certain significant agreements with Qwest [who] may exercise contractual rights to terminate such agreements following the merger," please provide a list describing all such "significant agreements."

Response: Please see Qwest's response to CWA-10.

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11. Please identify the members of the Qwest Board of Directors transaction committee as described on page 34 of the S-4.

Response: Please see Qwest's response to CWA-11.

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12. Please provide copies of the due diligence lists exchanged by Qwest and CenturyLink and described at the March 18, 2010 Qwest Board of Directors meeting (S4, p. 36).

Objection: CenturyLink objects to this request insofar as the information requested is highly confidential, commercially sensitive information, the release of which would cause irreparable competitive harm to CenturyLink.

13. Please provide details of the "virtual data" rooms set up by Qwest and CenturyLink, including a list of documents and links (S-4, p. 37).

Objections: CenturyLink objects to this request insofar as the information requested is highly confidential, commercially sensitive information, the release of which would cause irreparable competitive harm to CenturyLink. CenturyLink further objects to this request because it would be unduly burdensome to provide all the details of the virtual data rooms.

14. The CenturyLink S-4, at pages 93 and 94, presents summaries of internal financial forecasts prepared by CenturyLink management separately for CenturyLink and Qwest on a standalone basis, for the years 2010 through 2015. To the extent not previously furnished, please provide full copies of the spreadsheet models, analyses and backup documents and calculations for these forecasts.

Objections: Please see the objections to CWA-4, which are fully incorporated herein.

15. The CenturyLink S-4, at page 95, presents a summary of an internal financial forecast prepared by Qwest management for Qwest on a standalone basis, for the years 2010 through 2013. To the extent not previously furnished, please provide full copies of the spreadsheet models, analyses and backup documents and calculations for these forecasts.

Response: Please see Qwest's response to CWA-15.

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16. To the extent not previously furnished, please provide full copies of the "consensus of the projections for Qwest prepared by research analysts that cover Qwest and other companies in the Telecommunications industry" (S-4, p. 95).

Response: Please see Qwest's response to CWA-16.

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17. On page 103 of the CenturyLink S-4, reference is made to a Qwest agreement "to take all necessary action to redeem all its outstanding convertible notes at a redemption price in cash equal to 100% of the principal amount of such notes on November 20, 2010, and to exercise its right to pay cash in lieu of shares of Qwest common stock if any holder exercises its conversion rights with respect to the convertible notes, which rights will become exercisable following delivery of the notice of redemption by Qwest." Using certain assumptions, the S-4 states that Qwest could be "required to pay holders of the notes an aggregate amount of cash equal to approximately \$1.329 billion if all such holders exercised their conversion rights."

- a. Please provide an explanation of how Qwest plans to fund this redemption.
- b. What impact will this redemption, and the actions required to fund it, have on Qwest's outstanding debt, leverage ratios and other key financial measures?
- c. How will this redemption impact the pro forma combined companies' outstanding debt, leverage ratio and other key financial measures?

Response: Please see Qwest's response to CWA-17.

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18. Please provide copies of Applicants' responses to the data and document requests propounded any other party in the above-mentioned dockets.

Response: To the extent not otherwise objectionable, Qwest and CenturyLink will provide CWA with responses to other parties' data request as they are served but reserves the right to object to providing individual responses to CWA. If there is an objection to an individual response, CWA will be notified of any such objection. Please see Qwest response to CWA-18.

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19. The CenturyLink S-4 at page 24 states: "the amount of dividends that CenturyLink may distribute to its shareholders is subject to restrictions under Louisiana law and is limited by restricted payment and leverage covenants in CenturyLink's credit facilities and, potentially, the terms of any future indebtedness that CenturyLink may incur..."

- a. Please identify and explain the restrictions under Louisiana law referenced in this statement.
- b. Please identify the restricted payment and leverage covenants contained in CenturyLink's credit facilities.
- c. Are there any similar restrictions on dividends for Qwest, either stemming from state law or from credit facility covenants. If yes, please describe.

Objections: CenturyLink objects to this request to the extent it calls for a legal conclusion or seeks a legal opinion. CWA should seek independent counsel with respect to legal questions.

Response: Subject to and without waiving its objections, CenturyLink provides the following response:

- a) Pursuant to Louisiana Revised Statute 12:63, the board of directors of a corporation may declare, and the corporation may pay, dividends in cash, property or its own shares out of surplus, except (1) when the corporation is insolvent or would be made insolvent as a result of paying such dividend, or (2) when the declaration or payment of the dividend would be contrary to any restrictions contained in the corporation's articles of incorporation.

If the corporation has no surplus available for dividends, it may pay dividends out of its net profits for the then current or the preceding fiscal year or both; except that no dividend may be paid (1) at a time when the corporation's assets are exceeded by its liabilities, or (2) which would reduce the assets below the liabilities.

- b) The legacy CenturyTel credit facility restricts payment of dividends when an event of default has occurred and is continuing or would result from payment of such dividend. The leverage ratios associated with the CenturyTel credit facility limits Debt to EBITDA to 4.00:1.00 times on a CenturyLink consolidated basis.

The legacy Embarq credit facility restricts dividend payments made by Embarq Corporation when an event of default has occurred and is continuing or would result from payment of such dividend. The leverage ratios associated with the Embarq facility limits Debt to EBITDA to 3.25:1.00 times on an Embarq Corporation consolidated basis.

- c) Please see Qwest's response to CWA-19(c).

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20. The CenturyLink S-4 at page 24 states: "the amount of dividends that CenturyLink's subsidiaries may distribute to CenturyLink is subject to restrictions imposed by state law, restrictions that may be imposed by state regulators in connection with obtaining necessary approvals for the merger, and restrictions imposed by the terms of credit facilities applicable to certain subsidiaries and, potentially, the terms of any future indebtedness that these subsidiaries may incur."
- a. Please identify and explain the restrictions under state law or regulation referenced in this statement.
- b. Please identify any restrictions on dividend payments by subsidiaries contained in CenturyLink's credit facilities.
- c. Are there any similar restrictions on dividends for Qwest, either stemming from state law, regulatory action, or from credit facility covenants. If yes, please describe.

Objections: CenturyLink objects to this request to the extent it calls for a legal conclusion or seeks a legal opinion. CWA should seek independent counsel with respect to legal questions.

Response: Subject to and without waiving its objections, CenturyLink provides the following response:

- a) Most states have dividend statutes that impose similar restrictions to those imposed by Louisiana Revised Statute 12:63. Accordingly, in most cases, a subsidiary of CenturyLink, regardless of where it was organized, would face restrictions like the restrictions imposed under Louisiana law as discussed in response to CWA-19(a) above. Also,

some State Public Service Commissions have the discretion to impose restrictions on dividend distributions under certain conditions.

- b) There are no subsidiary dividend restrictions associated with the credit facilities mentioned in response to CWA-19(b) other than the one listed where Embarq Corporation could not distribute a dividend in the event of default in the legacy Embarq credit facility.
- c) Please see Qwest's response to CWA-20(c).

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21. Please provide all materials relating to the interactions among Qwest and Companies A and B prior to the April 21 agreement (as described on page 34 and elsewhere in the S-4), to the extent not previously provided.

Response: Please see Qwest's response to CWA-21.

Prepared by: Mark Harper, Director-Regulatory Operations and Policy
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22. Regarding the "Strategic Considerations" cited under the CenturyLink Board of Directors' "Reasons for the Merger," the CenturyLink S-4 at page 41 lists as one of the "significant strategic opportunities" provided by the proposed merger could be "the continued expansion of CenturyLink's footprint and network capacity, as the combined company is expected to have operations in 37 states with approximately seventeen million access lines, five million broadband customers and 180,000 miles of fiber optic networks, giving the combined company greater scale and reach..."
- a. Please provide any documents, analyses, models or notes not already furnished, regarding the potential expansion of CenturyLink's footprint and network capacity.
 - b. Please describe separately, and in detail, CenturyLink's and Qwest's access line, broadband, and fiber optic network assets.
 - c. Please identify and describe the portion of the 180,000 miles of fiber optic networks the combined companies will have which are attributable to Qwest and which to Century Link.
 - d. Please identify and describe in detail all specific instances where a CenturyLink affiliate and a Qwest affiliate compete.

Objections: To the extent this request applies to matters other than Arizona intrastate operations subject to the jurisdiction of the Commission, CenturyLink objects to such request as irrelevant, overly broad, unduly burdensome and not reasonably calculated to lead to the discovery of admissible evidence. In addition, CenturyLink objects to this request because it is overly broad, unduly burdensome and excessively time consuming by requesting "any" documentation related to the referenced events. CenturyLink further objects to this request because it is vague, ambiguous, overly broad and imprecise in

that is uses terms that are subject to multiple interpretations, but are not properly defined or explained for the purposes of these requests.

Response: Subject to and without waiving its objections, CenturyLink responds as follows:

- a) Please see Exhibit KM-1 attached to the Direct Testimony of Kristin McMillan.
- b) As of March 31, 2010, CenturyLink's ILECs had approximately 6.9 million access lines with 2.3 million high speed internet customers in 33 states.
- c) CenturyLink's fiber optic network amounts to approximately 87,000 miles. Please see Qwest's response to this request for the Qwest mileage.
- d) Please see the response to Integra 10.

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23. Regarding the "Strategic Considerations" cited under the CenturyLink Board of Directors' "Reasons for the Merger," the CenturyLink S-4 at page 41 lists as one of the "significant strategic opportunities" provided by the proposed merger could be "the diversification into additional markets and product offerings, including greater presence in urban areas, reduced exposure to regulated revenue sources, and significantly expanded opportunities to market products and services to business, wholesale and government customers;"
- a. Please provide any documents, analyses, models or notes not already furnished, regarding the potential expansion of CenturyLink into additional markets and for other product offerings.
 - b. Please provide any documents, analyses, models or notes not already furnished, regarding the reduction in reliance on regulated revenue sources.

Objection: To the extent this request applies to matters other than Arizona intrastate operations subject to the jurisdiction of the Commission, CenturyLink objects to such request as irrelevant, overly broad, unduly burdensome and not reasonably calculated to lead to the discovery of admissible evidence. In addition, CenturyLink objects to this request because it is overly broad, unduly burdensome and excessively time consuming by requesting "any" documentation related to the referenced events. In addition, CenturyLink objects to this request insofar as the information requested is highly confidential, commercially sensitive information, the release of which would cause irreparable competitive harm to CenturyLink.

24. Regarding the "Strategic Considerations" cited under the CenturyLink Board of Directors' "Reasons for the Merger," the CenturyLink S-4 at page 41 lists as one of the "the significantly greater scale and scope of the combined company's operations, which will better enable it to pursue new transactions and technologies, to take advantage of additional growth opportunities, including in the areas of IPTV and video, wireless

telephony and data hosting, and to pursue a broader range of potential strategic and acquisition opportunities;"

- a. Please provide any documents, analyses, models or notes not already furnished, regarding the impact of significantly greater scale on CenturyLink's ability to pursue new transactions and technologies and pursue a broader range of potential strategic and acquisition opportunities.

Objection: To the extent this request applies to matters other than Arizona intrastate operations subject to the jurisdiction of the Commission, CenturyLink objects to such request as irrelevant, overly broad, unduly burdensome and not reasonably calculated to lead to the discovery of admissible evidence. In addition, CenturyLink objects to this request because it is overly broad, unduly burdensome and excessively time consuming by requesting "any" documentation related to the referenced events. In addition, CenturyLink objects to this request insofar as the information requested is highly confidential, commercially sensitive information, the release of which would cause irreparable competitive harm to CenturyLink.

25. Regarding the "Strategic Considerations" cited under the CenturyLink Board of Directors' "Reasons for the Merger," the CenturyLink S-4 at page 41 lists as one of the "significant strategic opportunities" provided by the proposed merger could be "the expectation that the combined company will have a strong financial profile, with unadjusted pro forma 2009 revenues of \$19.8 billion and free cash flow of \$3.4 billion, anticipated positive impacts on CenturyLink's free cash flow per share upon the closing of the proposed merger (exclusive of integration costs), a sound capital structure, and an improved payout ratio with no anticipated change in CenturyLink's policy of returning significant dividends to shareholders..."

- a. Please provide any documents, analyses, models or notes not already furnished, regarding the projected free cash flow of the combined companies and why that obviates any anticipation of a change in CenturyLink's policy of returning significant dividends to shareholders.
- b. Has CenturyLink evaluated the circumstances under which a reduction in dividends might be indicated? If yes, please explain.
- c. Has CenturyLink performed any sensitivity analyses of the projected performance of the combined companies as such performance could impact the sustainability of CenturyLink's dividend policy? If yes, please explain and please provide copies of any such analyses.

Objections: CenturyLink objects to this request insofar as it is not relevant to the subject matter of this action and is not reasonably calculated to lead to the discovery of admissible evidence. The scope of this proceeding is to establish whether the merger of the CenturyLink and Qwest parent companies meets the requirements of the Arizona Corporation Commission's Affiliated Interests Rules. Specific information regarding CenturyLink's future dividends is not relevant to this analysis. In addition, the information requested is highly confidential, commercially sensitive information, the release of which would cause irreparable harm to CenturyLink.

26. Regarding the "Strategic Considerations" cited under the CenturyLink Board of Directors' "Reasons for the Merger," the CenturyLink S-4 at page 41 lists "the expectation that the combined company will achieve approximately \$625 million in annual cost savings in operating and capital expenditures within three to five years of the

closing, coming from, among other things, network and operational efficiencies, leveraging combined purchasing power, consolidating administrative activities, sharing support infrastructure and implementation of best practices."

- a. Please provide any documents, analyses, models or notes not already furnished, regarding the projected \$625 million in annual cost savings (synergies).
- b. Please document, in detail, the sources of synergy savings that CenturyLink has already achieved in its transaction with Embarq, as well as projections for additional synergies that it expects to achieve in the future in connection with that transaction.
- c. Will the proposed Qwest transaction have any impact – positive or negative – on the achievement of synergies in the Embarq transaction? If yes, please explain.
- d. Has CenturyLink performed any analyses comparing its actual or projected synergy savings in associated with the Embarq transaction and those it projects to obtain in the Qwest transaction? If yes, please provide all such analyses.
- e. Please provide any documents, analyses, models or notes not already furnished, regarding any plans for sharing support infrastructure and the synergies that might generate.
- f. Please provide any documents, analyses, models or notes not already furnished, regarding any plans for consolidating administrative activities, including the specific administrative activities and the plans for consolidation of each activity.
- g. Will the efficiencies, consolidations and support infrastructure sharing result in office or facilities closings, personnel layoffs, personnel transfers, and/or other relocations? If so, please provide all documents relating to such closings, layoffs, transfers, and/or relocations.
- h. Please provide all documents relating to office or facilities closings, personnel layoffs, personnel transfers, and/or other relocations specifically as they affect Arizona.

Objections: CenturyLink objects to this request because it is overly broad, unduly burdensome and excessively time consuming to the extent that it requests "all" or "any documentation related to the referenced events."

Response: Subject to and without waiving its objections, CenturyLink provides the following responses.

- a) Please see the response to Integra 52(a).
- b) The information requested which shows the actual synergies associated with the CenturyTel-Embarq transaction for the nine months ending March 31, 2010 is confidential and will be provided when an appropriate protective agreement has been issued and executed. The annual run rate based on actual synergies realized for the month of March 2010 is \$270 million. The estimated operating expense savings was \$300 million at announcement of the CenturyTel-Embarq transaction, and was increased to \$375 million after closing. Based on CenturyLink's realization rate through March 31, 2010, CenturyLink currently expects to exit 2010 with a run rate of over \$300 million and to achieve the total run rate synergies by the second half of 2011.
- c) No, the proposed Qwest transaction is not expected to have any impact on the achievement of synergies from the Embarq transaction.

It is expected that the Embarq integration will be largely completed by the time the CenturyLink/Qwest merger closes.

- d) No, CenturyLink has not performed an analysis comparing synergy savings from the Embarq transaction with synergy savings it expects from the Qwest transaction.
- e) No additional documents are available.
- f) No additional documents are available.
- g) Most of the efficiencies that will arise from the combined company will come from corporate function. Integration planning is in the early stages and no decisions have been made at this time.
- h) Please see the response to CWA-26(g).

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27. Regarding the factors "weighing negatively against the proposed merger," cited under the CenturyLink Board of Directors' "Reasons for the Merger," the CenturyLink S-4 at page 42 lists as one of the negative factors "the challenges inherent in the combination of two businesses of the size and scope of CenturyLink and Qwest and the cultures of each business, including the risk that integration costs may be greater than anticipated, that it may be difficult to retain key employees, and that management's attention might be diverted for an extended period of time, particularly in light of CenturyLink's ongoing integration efforts with respect to the July 2009 acquisition of Embarq Corporation;"
- a. Please provide any documents, analyses, models or notes not already furnished, regarding the potential challenges inherent in a combination of two businesses of this size and the potential impact of such efforts on the ongoing integration efforts with respect to the Embarq transaction.

Objections: CenturyLink objects to this request because it is vague, ambiguous, overly broad and imprecise in that it uses terms that are subject to multiple interpretations, but are not properly defined or explained for the purposes of these requests. In addition, CenturyLink objects to this request because it is overly broad, unduly burdensome and excessively time consuming be requesting "any" documentation related to the referenced events.

Response: Subject to and without waiving its objections, CenturyLink responds as follows:

Information regarding the challenges that the combined company will face can be found in joint proxy statement-prospectus filed with the Securities and Exchange Commission and declared effective July 19, 2010, which can be found at:

<http://www.sec.gov/Archives/edgar/data/18926/000095012310066042/y84818a1sv4za.htm>

Additional information can be found in CenturyLink's first quarter earnings call announcement (which can be found at <http://ir.centurylink.com/phoenix.zhtml?c=112635&p=irol-newsArticlePrint&ID=1422603&highlight>) and in CenturyLink's 10K for 2009 (<http://www.sec.gov/Archives/edgar/data/18926/000001892610000004/form10k.htm>) and first quarter 2010 10-Q (<http://www.sec.gov/Archives/edgar/data/18926/000001892610000013/file10q.htm>).

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28. Regarding the factors "weighing negatively against the proposed merger," cited under the CenturyLink Board of Directors' "Reasons for the Merger," the CenturyLink S-4 at page 42 lists as one of the negative factors "the increased leverage of the combined company and obligations under existing pension plans, which, while believed to be appropriate for a company with the expected earnings profile of the combined company, could reduce CenturyLink's credit ratings, limit access to credit markets or make such access more expensive and reduce CenturyLink's operational and strategic flexibility;"
- a. Please provide any documents, analyses, models or notes not already furnished, regarding the potential negative impact of an increase in CenturyLink's leverage and any specific examples how that could reduce CenturyLink's operational and strategic flexibility.

Objections: CenturyLink objects to this request because it is vague, ambiguous, overly broad and imprecise in that it uses terms that are subject to multiple interpretations, but are not properly defined or explained for the purposes of these requests. In addition, CenturyLink objects to this request because it is overly broad, unduly burdensome and excessively time consuming be requesting "any" documentation related to the referenced events.

Response: Subject to and without waiving its objections, CenturyLink responds as follows:

Please see the reports issued from the bond rating agencies immediately after the announcement of the merger. Those reports are included as Attachments to CenturyLink's response to STF 2.13.

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29. Regarding the factors "weighing negatively against the proposed merger," cited under the CenturyLink Board of Directors' "Reasons for the Merger," the CenturyLink S-4 at page 42 lists as one of the negative factors "the risks associated with increasing CenturyLink's exposure to lower margin products and services and to higher rates of access line losses;"
- a. Please provide any documents, analyses, models or notes not already furnished, regarding the specific products and services associated with lower margins, as

well as factors underlying such lower margins as well as potential higher rates of access line losses.

Objections: CenturyLink objects to this request because it is overly broad, unduly burdensome and excessively time consuming by requesting "any" documentation related to the referenced events. CenturyLink further objects to this request insofar as the information requested is highly confidential, commercially sensitive information, the release of which would cause irreparable competitive harm to CenturyLink.

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30. Referring to the statements on page 104 of the S-4 regarding the eligibility of current Qwest employees to participate in certain CenturyLink benefit plans, under what circumstances would a Qwest employee become eligible to participate in a CenturyLink plan rather than an existing Qwest plan?

Response: The S-4 states: for purposes of determining eligibility (other than for early retirement programs), level of benefits (other than benefit accruals and early retirement subsidies under a defined benefit plan) and vesting under CenturyLink employee benefit plans in which such employees become eligible to participate, [CenturyLink will] treat service recognized by Qwest prior to consummation of the merger as service with CenturyLink, except that (1) the date of initial participation of such employees in CenturyLink benefit plans will be no earlier than the date of consummation of the merger and (2) CenturyLink need not recognize such service if (i) the CenturyLink benefit plan would not recognize such service for similarly situated CenturyLink employees or (ii) recognition of such service would result in any duplication of benefits.

Generally Qwest employees will remain in the Qwest benefit plans until those plan can be legally merged or amended post merger.

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31. How many regions does CenturyLink intend to divide Qwest into as part of its "highly localized"/ "Go To Market" model?
- a. If CenturyLink has yet to make this determination, please identify the individual(s) and/or working groups or committees who will be responsible for this area. Please provide all notes, minutes, agenda, analyses and other relevant documents which have been produced to-date.

Objections: CenturyLink objects to this request insofar as the information requested is highly confidential, commercially sensitive information, the release of which would cause irreparable competitive harm to CenturyLink.

Response: Subject to and without waiving its objections, CenturyLink states that no decisions have been made regarding the number of regions that it will have post-merger. Please also see the response to CWA-38.

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32. How many "market clusters" does CenturyLink intend to divide Qwest into as part of its "highly localized"/ "Go To Market" model? How many "market clusters" will there be within Arizona?

- a. If CenturyLink has yet to make this determination, please identify the individual(s) and/or working groups or committees who will be responsible for this area. Please provide all notes, minutes, agenda, analyses and other relevant documents which have been produced to-date.

Objection: CenturyLink objects to this request insofar as the information requested is highly confidential, commercially sensitive information, the release of which would cause irreparable competitive harm to CenturyLink.

Response: Subject to and without waiving its objections, CenturyLink states that no decisions have been made regarding the number of market clusters that it will have post-merger. Please also see the response to CWA-38.

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33. Please identify and describe in detail which CenturyLink and which Qwest systems (OSS and other) CenturyLink will utilize in existing Qwest service areas subsequent to the closing of this transaction.

- a. If CenturyLink has yet to make this determination, please identify the individual(s) and/or working groups or committees who will be responsible for this area. Please provide all notes, minutes, agenda, analyses and other relevant documents which have been produced to-date.

Response: Upon merger closing, CenturyLink does not anticipate any immediate changes to the systems (OSS and other) that will be utilized in existing Qwest service areas. Integration planning is in the early stages and no decisions have been made at this time. However, because the transaction results in the entirety of Qwest, including operations and systems, merging into and operating as a subsidiary of CenturyLink, it will allow a disciplined approach to reviewing the systems and practices of the two companies and will allow integration decisions to proceed in an orderly and disciplined manner.

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34. Please identify and describe in detail which CenturyLink and which Qwest systems (OSS and other) CenturyLink will utilize in existing CenturyLink service areas subsequent to the closing of this transaction.
- a. If CenturyLink has yet to make this determination, please identify the individual(s) and/or working groups or committees who will be responsible for this area. Please provide all notes, minutes, agenda, analyses and other relevant documents which have been produced to-date.

Response: Upon merger closing, CenturyLink does not anticipate any immediate changes to the systems (OSS and other) that will be utilized in existing CenturyLink service areas. Integration planning is in the early stages and no decisions have been made at this time. However, because the transaction results in the entirety of Qwest, including operations and systems, merging into and operating as a subsidiary of CenturyLink, it will allow a disciplined approach to reviewing the systems and practices of the two companies and will allow integration decisions to proceed in an orderly and disciplined manner.

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35. CenturyTel paid approximately \$149 million in 2008 to acquire 69 licenses in the FCC 700 MHz wireless spectrum auction. According to CenturyTel's February 27, 2009 10K (p. 12), the "700 MHz spectrum is not expected to be cleared for usage until mid-2009. We are still in the planning stages regarding the use of this spectrum. However, based on our preliminary analysis, we are considering developing wireless voice and data service capabilities based on equipment using LTE (Long-Term Evolution) technology. Given that this equipment is not expected to be commercially available until 2010, we do not expect our deployment to result in any material impact on our capital and operating budgets in 2009."
- a. Has CenturyLink determined how, when and where it will deploy wireless, voice and data services? If yes, please elaborate. If no, please explain.
- b. Please provide any documents that exist relating to the "planning stages" referenced in the 10K.

Objections: CenturyLink objects to this request insofar as it is not relevant to the subject matter of this action and is not reasonably calculated to lead to the discovery of admissible evidence. The scope of this proceeding is to establish whether the merger of the CenturyLink and Qwest parent companies meets the requirements of the Arizona Corporation Commission's Affiliated Interests Rules. Specific information regarding CenturyLink's use of its 700 MHz spectrum is not within the jurisdiction of the Commission and is not relevant to this analysis. In addition, the information requested is highly confidential, commercially sensitive information, the release of which would cause irreparable harm to CenturyLink.

36. Please provide an unredacted version of the Qwest and CenturyLink Application for Consent to Transfer Control, filed with the Federal Communications Commission on May 10, 2010.

Objections: CenturyLink objects to this request because it seeks the disclosure of highly sensitive trade secret information made confidential in the referenced FCC proceedings. The information is subject to more restrictions on access, disclosure and use than are present in the protective order in this proceeding, even for highly confidential information.

Response: CenturyLink is willing to discuss with CWA a confidentiality agreement for the requested information that contains restrictions on the access, disclosure and use of such information that are equivalent to those present in the FCC Protective Order. CWA may also obtain a copy of the unredacted version of the Qwest and CenturyLink Application for Consent to Transfer Control filed with the Federal Communications Commission by signing the FCC's protective order.

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37. Please describe your plans for linking and deploying the respective companies' core fiber networks.
- a. If CenturyLink has yet to make this determination, please identify the individual(s) and/or working groups or committees who will be responsible for this area. Please provide all notes, minutes, agenda, analyses and other relevant documents which have been produced to-date.

Objections: CenturyLink objects to this request because it is overly broad, unduly burdensome and excessively time consuming by requesting "all" documentation related to the referenced matters.

Response: Subject to and without waiving its objections, CenturyLink states that because telecommunications networks are already interconnected, there will be little, if any, additional work needed to link the Qwest and CenturyLink core fiber networks.

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38. Please identify all committees, task forces and/or working groups that have been formed to develop and implement the acquisition and integration of Qwest assets, overall and at the individual state level. Please provide all notes, minutes, agenda, analyses and other relevant documents produced for or by these groups.

Objections: CenturyLink objects to this request because it is overbroad and unduly burdensome. Over time, literally millions of documents could be related to the planned integration of the Qwest/CenturyLink merger. The request fails to describe the documents sought with requisite particularity so as to enable

CenturyLink to reasonably determine and locate responsive documents. In addition, as the integration process is ongoing and will continue through and after the conclusion of this proceeding, ongoing supplementation is also overbroad and unduly burdensome.

Response: Subject to and without waiving its objections, CenturyLink responds as follows:

Managing the efficient integration of the merging companies is an ongoing process that is only in its beginning stages. On May 4, 2010, Qwest and CenturyLink appointed leaders of the integration process: Matt Rotter, Qwest's vice president of Network Operations for Colorado and Wyoming, and Maxine Moreau, CenturyLink's senior vice president for Centralized Operations. Mr. Rotter and Ms. Moreau are developing and executing an overall integration plan that includes the following areas:

- Organizational structure of the combined company
- Systems
- Brand
- Product focus
- Network
- Strategy
- Communications
- Business Process & Systems Integration

Personnel decisions will be made in a cascading process. Tier 1 leaders will name their direct reports, who will be Tier 2 leaders. These Tier 2 leadership selections are expected to be announced later this year. Tier 2 leaders will then select their Tier 3 direct reports.

This tiered selection process will continue until all positions for the combined company have been determined. The location for jobs will be part of the decision making process. It will be several months before the complete organizational structure is finalized, and we expect that there will be some job selections that are not finalized until the close of the transaction or after. The first major stage of the integration process was accomplished on June 18, 2010, when Qwest and CenturyLink announced Tier 1 leadership for the combined organization (All appointments are effective when the merger closes):

- Bill Cheek, President Wholesale Operations

Responsible for sales, sales operations, account management, product management, marketing, solutions engineering, order initiation centers, carrier relations/management, dispute resolution, revenue assurance, interconnection contracts and customer service for all wholesale business segments. He is also responsible for pay station operations.

- Stephanie Comfort, EVP Corporate Strategy & Development

Responsible for corporate strategy and planning, corporate development, customer insights and portal development.

- Steven Davis, SVP Public Policy & Government Relations

Responsibilities include all state and federal regulatory activities, including policy development, issue advocacy, compliance and enforcement proceedings.

- Stacey Goff, EVP, General Counsel & Secretary

Responsibilities include all aspects of the combined company's legal affairs, including support for business units, corporate functions, board and shareholder related legal matters, litigation, intellectual property and regulatory matters. He will also be responsible for corporate communications, investor relations, aviation, brand management, records retention, compliance and ethics functions.

- Dennis Huber, EVP Network Services

Previously EVP Network Services and IT, his responsibilities include all shared network services for consumer, SOHO, small business, business markets and wholesale. These functions include strategic network architecture, planning, engineering, design, construction, new product development, technology labs and data hosting. Dennis will also have responsibility for Long Distance Operations and Service Delivery for the National and International Networks which includes the field operations, provisioning, CPE delivery, and field technicians responsible for these networks.

- Don McCunniff, SVP Human Resources

Responsible for all aspects of human resources, including compensation and benefits, payroll, diversity, labor relations, field HR, HR policy, corporate culture, staffing, recruitment, corporate training and development.

- Girish Varma, SVP IT Services

Responsible for all IT services and support including systems architecture and design, delivery, overseas software development and for development and sales support of enterprise IT services.

These leaders join the previously announced positions of Glen Post as Chief Executive Officer and President, as well as the following direct reports to Glen:

- Chris Ancell, President Business Markets Group

Responsible for all sales, service and support for the larger enterprise business markets channel including sales support, sales engineering, marketing, product management, pricing, proposal management and customer care. Chris will also have responsibility for government programs for the business markets group.

- Stewart Ewing, EVP, Chief Financial Officer and Assistant Secretary

Responsible for finance, accounting, budgeting, billing, treasury, tax, supply

chain, procurement, real estate, fleet, decision support, insurance, internal audit, separations, revenue assurance, SOX compliance, national security, environmental health/safety and risk management functions.

- **Maxine Moreau, SVP Integration & Process Improvement**

Responsible for our remaining Embarq customer conversions as well as leading the integration of CenturyLink and Qwest. She will have responsibility for the overall organization and systems integration, synergy management, business IT systems governance and business process improvement.

- **Karen Puckett, EVP & Chief Operating Officer**

Responsible for all sales, service and support for the consumer, SOHO and small enterprise customers including sales support, sales engineering, marketing, product management, pricing and customer care. She will be responsible for all shared service delivery functions for all market segments which include dispatch, repair, network operations centers, provisioning functions and credit and collections. We will operate the combined company leveraging CenturyLink's local operating model structure with region presidents, general managers, in-region field technicians and retail operations.

Future Integration Management

As noted above, the integration process is only beginning but will generally look at an Integration Management structure that will define the integration strategy, leverage past experiences for integration work plans and tools, provide guidance and recommendations, and assess current environment, among other tasks designed to ensure the integration runs smoothly and no gaps exist. Cross functional teams will identify operating model options, close high priority gaps towards the initial, interim and future state operating models, and develop a roadmap of key integration activities. As part of the integration process, the current Qwest operating environment will be assessed to aid in the integration planning process.

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39. Referring to the Embarq transaction, Mr. Shafer testified that "CenturyLink made significant investment in and upgraded its financial and billing systems in order to deliver integrated, customer service and improved levels of financial accountability. These system upgrades were made with an eye towards future expansion which has enabled CenturyLink to quickly and seamlessly reach many key integration milestones. Consequently, very quickly after close, financial and human resource systems were converted. Within months, a phased schedule for converting customer billing systems was implemented. Already, approximately 25 percent of the access lines served by former Embarq systems have been successfully and seamlessly converted to CenturyLink's single integrated retail customer service and billing system. Another 25% of former Embarq access lines are expected to convert by year end 2010, with the remaining access lines converted by the third Quarter of 2011, or within about 24-27

months after closing." With respect to CenturyLink's upgraded financial and billing systems about which Mr. Shafer testified:

- a. Please describe in detail all such systems, the upgrades they went through, and the specific status of integration of these systems with Embarq.
- b. Are there any Embarq systems which will be retained on a standalone basis? Are there any Embarq systems which serve (or will serve) the combined CenturyTel/Embarq?
- c. Were these systems upgraded "with an eye" on a transaction the size of the one with Qwest?
- d. Are these systems capable of integrating a company of the size and complexity of Qwest? Please explain.
- e. Are there any Qwest systems that will become the platform for the combined companies?
- f. Please describe the impediments to the immediate conversion of all of Embarq's access lines to the CenturyLink financial and billing systems.
- g. What are the specific projected synergies of this integration?
- h. Have there been, or will there be, any Embarq or CenturyTel facilities that were made redundant or reduced in size by this integration? If yes, please describe in detail.
- i. Will there be any Qwest or CenturyLink facilities that will be made redundant or reduced in size by this integration? If yes, please describe in detail.

Response:

- a) The legacy CenturyTel systems for finance, human resources, and billing were chosen for the combined CenturyTel/Embarq company. These systems are scaled to handle the volumes associated with the combined company. The finance and human resource systems, SAP, were converted in the fall of 2009. The billing system is being converted in phases; currently 25% of Embarq's access lines have converted to the Ensemble billing system with another 25% scheduled to convert prior to the end of the year.
- b) Yes, some Embarq systems will remain, including EASE (which is the wholesale ordering system) and TruComp (which is used for compensation).
- c) CenturyLink is always looking to grow its business. As such, it continuously looks at future growth opportunities as part of the decision making process for systems upgrades.
- d) No decisions have been made yet regarding which systems will be used in the integration of CenturyLink and Qwest.
- e) Please see the response to CWA-39(d).
- f) Immediately converting all of Embarq's access lines to the CenturyLink billing system would have been a significant undertaking, one that would have increased the chances for errors and customer disruptions. By taking a phased approach, CenturyLink is reducing the chances of errors, making the transition virtually seamless to the customer.

- g) Please see the response to CWA-26(b).
- h) The Embarq and CenturyTel merger provided the combined company with two core data center sites where before each company had a single site. Our strategy is to leverage both sites to support the combined company.
- i) Please see the response to CWA 39(d).

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40. Mr. Shafer testified that, prior to closing, "In addition to system conversions and network deployment, the company finalized the budgeting process, completed organizational design and many staffing decisions, and launched a new brand."

- a. What are the process, organizational design and staffing decisions that impact Arizona that CenturyLink already has made? Will make prior to close? Will make post-closing? Please document and describe in detail the planning process that the companies have initiated and any conclusions they have reached.

Response: Prior to the closing of the merger, a decision is expected to be made regarding which region will include Arizona operations. Also prior to closing the Region President is expected to be named, along with General Manager for Arizona, and a preliminary reporting hierarchy likely will be established. All other decisions will be made after the closing of the transaction.

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41. Mr. Shafer testified that "we will first need to evaluate Qwest's structure and consider adjustment to the configurations necessarily to fit the newly merged operations and to ensure that any modifications continue to meet customer expectations."

- a. Please describe the types of adjustments that CenturyLink believes are required, or are considering making. Please explain, precisely, what "configurations" may require adjustments in order "to fit the newly merged operations."

Response: As indicated in Mr. Schafer's testimony, no changes will be made prior to closing. Before any changes are implemented, a comparison will have to be made of the Qwest and CenturyLink operating models to determine what changes must be made to the Qwest operating model to bring it more in line with the CenturyLink operating model. Any changes will be made with the overarching goal of continuing to meet customer needs and expectations.

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42. Mr. Shafer testified that "CenturyLink employs a "neighborhood" approach to customer service call centers that enables customer calls to be matched with associates that are trained to understand the nuances of the state. The neighborhoods are designed and grouped to align available staffing with the needs of the states that are included in that group. Through the neighborhood approach, customer service associates have a focus and an "ownership" of the states for which they are responsible. They understand the service offerings in that region and are even aware of current happenings in the area as the call screens have the ability to provide real time information about the locale so that there is a real connection between the associate and the customer. This is another approach that likely will be adopted during the integration of Qwest."

- a. Please describe how this "neighborhood" approach to customer service call centers will impact the operations of Arizona facilities and operations.

Objections: CenturyLink objects to this request because it is vague, ambiguous, overly broad and imprecise in that it uses terms that are subject to multiple interpretations, but are not properly defined or explained for the purposes of these requests. In addition, CenturyLink objects to this request because it is overly broad, unduly burdensome and excessively time consuming by requesting "any" documentation related to the referenced events.

Response: Subject to and without waiving its objections, CenturyLink responds as follows:

It is too early in the process to determine how exactly the "neighborhood" approach to customer service call centers would impact Arizona facilities and operations. Before any decisions can be made regarding where the customer service calls for the combined company will be answered, a full evaluation of the call volumes of the combined company must be undertaken. The neighborhood approach will allow the combined company to be more attuned with the needs of the Arizona customers post close.

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43. With respect to integration of CenturyLink and Qwest in Arizona, please describe in detail the specific operations, functions and systems for both companies that will be impacted by such activities.

Response: Integration planning is in the early stages and decisions related to the specific operations, functions and systems for Arizona have not been made at this time. However, because the transaction results in the entirety of Qwest, including operations and systems, merging into and operating as a subsidiary of CenturyLink, it will allow a disciplined approach to reviewing systems and practices of both companies and will allow integration decisions to proceed in an orderly and disciplined manner. To the extent any changes are made, CenturyLink will comply with all applicable state and federal laws and rules, as well as the provisions of any applicable interconnection agreements or tariffs, in the same manner as they would apply notwithstanding the merger.

Prepared by: Mark Harper, Director-Regulatory Operations and Policy
CenturyLink
100 CenturyLink Drive
Monroe, LA 71203

44. With respect to the integration activities referenced immediately above, please describe in detail the impact such actions will have on employment in Arizona.

Response: Please see the response to CWA-43.

Prepared by: Mark Harper, Director-Regulatory Operations and Policy
CenturyLink
100 CenturyLink Drive
Monroe, LA 71203

45. With respect to synergies that the combined companies expect to achieve from the proposed transaction, please describe in detail the synergies in Arizona.

Response: The estimated synergies savings is not available by state.

Prepared by: Mark Harper, Director-Regulatory Operations and Policy
CenturyLink
100 CenturyLink Drive
Monroe, LA 71203

46. With respect to synergy savings referenced immediately above, please describe in detail the source of such synergy savings in Arizona, by category (including employment levels).

Response: Please see the response to CWA-43.

Prepared by: Mark Harper, Director-Regulatory Operations and Policy
CenturyLink
100 CenturyLink Drive
Monroe, LA 71203

Exhibit C

Qwest 

#6
Qwest
1801 California Street, Suite 900
Denver, Colorado 80202
Phone 303 383-8495
Facsimile 303 383-6667
terri.dunnington@qwest.com

Terri Dunnington
Staff Paralegal

VIA E-MAIL AND OVERNIGHT DELIVERY

August 2, 2010

LUBIN & ENOCH, P.C.
Nicholas J. Enoch
Jarrett J. Haskovec
349 North Fourth Avenue
Phoenix, Arizona 85003

Scott J. Rubin, Esq.
333 Oak Lane
Bloomsburg, Pennsylvania 17815-2036

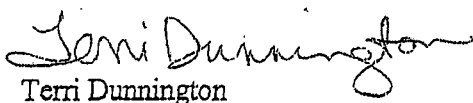
Re: Arizona Corporation Commission Docket Nos. T-01051B-10-0194; T-02811B-10-0194; T-04190A-10-0194; T-20443A-10-0194/ T-03555A-10-0194; T-03902A-10-0194

Dear Messrs. Enoch, Haskovec and Rubin:

Attached you will find Qwest's Responses to the CWA's First Set of Data Requests.

Should you have any questions regarding this serving, you may contact me at (303) 383-6495.

Sincerely,


Terri Dunnington

Enclosure

cc: Norman Curtright, Esq.
Kevin Zarling, Esq.

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-001

INTERVENOR: Communication Workers of America

REQUEST NO: 001

Please provide all documents submitted by or on behalf of Qwest to the U.S. Department of Justice and the Federal Trade Commission pursuant to the requirements of the Hart-Scott-Rodino Anti-Trust Improvements Act, as amended.

RESPONSE:

Qwest objects to this request insofar as it is not relevant to the subject matter of this action and is not reasonably calculated to lead to the discovery of admissible evidence. The filings prepared by Qwest as required by the HSR Act are specifically designed to provide to the Department of Justice and the Federal Trade Commission the information that it requires to analyze the merger on a national level addressing specific federal antitrust issues under the Clayton Act. This is not the proper jurisdiction for such an analysis. In addition, the information requested is highly confidential, commercially sensitive information the release of which would cause irreparable harm to Qwest.

Respondent: Qwest Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-002

INTERVENOR: Communication Workers of America

REQUEST NO: 002

Please provide all documents submitted by or on behalf of CenturyLink to the U.S. Department of Justice and the Federal Trade Commission pursuant to the requirements of the Hart-Scott-Rodino Anti-Trust Improvements Act, as amended.

RESPONSE:

See CenturyLink's response to this request.

Respondent: Qwest Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-003

INTERVENOR: Communication Workers of America

REQUEST NO: 003

Please provide all non-public documents which are part of the April 21, 2010 Agreement and Plan of Merger Among Qwest Communications International, Inc., CenturyTel, Inc. and SB44 Acquisition Company, including any attachments, appendices and disclosure letters.

RESPONSE:

Qwest objects to this request insofar as the information requested is highly confidential, commercially sensitive information the release of which would cause irreparable harm to Qwest.

Respondent: Qwest Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-004

INTERVENOR: Communication Workers of America

REQUEST NO: 004

Please provide fully enabled copies of any computer spreadsheet models, developed by or for CenturyLink and/or Qwest, projecting the future operating and financial prospects of the combined firms.

RESPONSE:

Qwest objects to this request because the request for "any" computer spreadsheet models is overbroad and unduly burdensome, as it would require gathering documents from numerous persons, including spreadsheets that were prepared as drafts or which were not relied upon by Qwest's Board of Directors in recommending the proposed merge. Subject to and without waiving its objections, please refer to the answers and objections, if any, of CenturyLink to this request, which are incorporated herein by reference.

Respondent: Qwest Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-005

INTERVENOR: Communication Workers of America

REQUEST NO: 005

To the extent not provided in the Hart-Scott-Rodino filings, please provide all materials developed by or for CenturyTel and/or Qwest for presentation to their respective Board of Directors and the separate Qwest transaction committee (including backup documentation and underlying computations), and notes taken at the following meetings, as identified in the June 4, 2010 CenturyLink S-4 filing:

- a) The November 18, 2009 CenturyLink Board of Directors meeting (p. 34).
- b) Mr. Post's January 9, 2010 communication with CenturyLink Board of Directors (p. 34).
- c) The January 19, 2010 CenturyLink Board of Directors (p. 34).
- d) The February 17 and 18, 2010 Qwest Board of Directors meeting (p. 34).
- e) The February 23, 2010 CenturyLink Board of Directors meeting (p. 35).
- f) The March 15, 2010 joint special meeting of the Qwest Board of Directors and transaction committee, including the presentations by Mr. Mueller and Lazard (p. 36).
- g) The March 18, 2010 Qwest Board of Directors meeting, including management's updated presentation regarding Qwest's long-range plan (p. 36).
- h) The March 22, 2010 meeting of the Qwest Board of Directors transaction committee, including the presentation by Lazard (p. 36).
- i) The March 29, 2010 meeting between the Qwest transaction committee and representatives of Perella Weinberg (p. 37).
- j) The March 31, 2010 meeting of the Qwest Board of Directors and Qwest senior management, including reports by Mr. Mueller and Qwest management (p. 37).
- k) The April 1, 2010 meeting between the Qwest transaction committee and representatives of Perella Weinberg, including Perella Weinberg's report (p. 37).
- l) The April 4, 2010 meeting between the Qwest transaction committee and representatives of Perella Weinberg, including any Perella Weinberg report (p. 37).
- m) The April 5, 2010 meeting of the Qwest Board of Directors, including the Perella Weinberg presentation and the report that Lazard provided to the Board prior to this meeting (p. 37-38).
- n) The April 5, 2010 telephone conversation between members of the Qwest transaction committee and Mr. Mueller (p. 38).
- o) The April 12, 2010 meeting of the CenturyLink Board of Directors (p. 38)

p) The April 14 and 15, 2010 meeting of the Qwest Board of Directors, including Qwest management's update and Qwest's financial advisors "detailed presentation of the strategic rationale for the proposed combination with CenturyLink, including potential opportunities for synergies" (p. 39).

q) The April 19, 2010 meeting between Patrick J. Martin (Qwest's lead independent director and chairman of the transaction committee) and Mr. Post (p. 39).

r) The April 19, 2010 meeting of the CenturyLink Board of Directors, including management's detailed review of their "due diligence findings" and "various sensitivity analyses," CenturyLink's financial advisors' review of "the potential impact of the transaction," and Mr. Post's report (p. 39).

s) The April 21, 2010 meeting of the CenturyLink Board of Directors, including any reports or analyses from its senior management and its financial advisors (pp. 39-40).

t) The April 21, 2010 meeting of the Qwest Board of Directors, including any reports or analyses from its senior management and its financial advisors (p. 40).

RESPONSE:

Qwest objects to this request because it is overly broad, unduly burdensome and excessively time consuming by requesting "all" documentation related to the referenced events. In addition, Qwest objects to this request insofar as the information requested is highly confidential, commercially sensitive information the release of which would cause irreparable harm to Qwest and/or CenturyLink the impact of which would not be mitigated by the terms of the existing Protective Order. Finally, the substance of the referenced meetings is accurately and fairly disclosed in the S-4 filing and amended S-4 (filed on July 16, 2010)

(
<http://www.sec.gov/Archives/edgar/data/18926/000095012310066042/y84818alsv4za.htm>), such that risking disclosure or misuse of this most sensitive information is not required in order to provide the Commission with full and fair information concerning the consideration of the proposed merger.

Respondent: Qwest Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-006

INTERVENOR: Communication Workers of America

REQUEST NO: 006

1) To the extent not provided in the Hart-Scott-Rodino filings, please provide copies of all materials developed in preparation for or exchanged at, and notes taken at the following meetings or telephonic conversations, as described in the S-4:

a) The Qwest management September 2009 "periodic review and assessment of Qwest's financial strategic alternatives" (p. 33).

b) The October 2, 2009 meeting between Glen F. Post, III and Edward A. Mueller (p. 34).

c) The November 11, 2009 meeting between CenturyLink and Qwest senior management teams (p. 34).

d) November and December 2009 telephone conversations between Mr. Post and Mr. Mueller (p. 34).

e) The December 20 and December 21, 2009 meetings between Mr. Post and Mr. Mueller (p. 34).

f) The (on or about) February 26, 2010 telephone conversation between Mr. Post and Mr. Mueller (p. 35).

g) The March 2, 2010 discussion between Mr. Post and Mr. Mueller (p. 35).

h) The March 5, 2010 meeting between certain of CenturyLink's financial advisors and representatives of Qwest's financial advisor, Lazard Freres (p. 35).

i) The March 8, 2010 communication between certain of CenturyLink's financial advisors and Lazard (p. 35).

j) The March 8, 2010 communication between Mr. Post and Mr. Mueller (p. 35).

k) The "non-public information" exchanged by CenturyLink and Qwest as referenced by the S-4 on page 35.

l) The March 11, 2010 Qwest senior management presentation to members of CenturyLink's senior management (p. 35).

m) The March 12, 2010 telephone call from Mr. Post to Mr. Mueller (p. 35).

n) The March 16, 2010 telephone conversation among Lazard, Deutsche Bank and Morgan Stanley.

o) The March 23, 2010 presentation by members of Qwest senior management to members of CenturyLink senior management and CenturyLink financial advisors (p. 37).

p) The March 25, 2010 discussion between Mr. Post and Mr. Mueller (p. 37).

q) The April 1, 2010 meeting between the senior management of Qwest and CenturyLink, including CenturyLink's presentation to Qwest management and its financial advisors (p. 37).

r) The telephone calls and in-person meetings during the week of April 5, 2010 among experts for Qwest and CenturyLink to discuss various due diligence matters (p. 38).

s) The April 7, 2010 discussion between Mr. Post and Mr. Miller (p. 38).

t) The April 8, 2010 discussion between Mr. Post and Mr. Miller (p. 38).

u) The April 9, 2010 discussion between Mr. Post and Mr. Miller (p. 38).

v) The April 12, 2010 discussion between Mr. Post and Mr. Miller (pp. 38-39).

RESPONSE:

Qwest objects to this request because it is overly broad, unduly burdensome and excessively time consuming by requesting "all" documentation related to the referenced events. In addition, Qwest objects to this request insofar as the information requested is highly confidential, commercially sensitive information the release of which would cause irreparable harm to Qwest. Finally, the substance of the referenced meetings is accurately and fairly disclosed in the S-4 filing and amended S-4 (which was filed on July 16, 2010) filings, such that risking disclosure or misuse of this most sensitive information is not required in order to provide the Commission with full and fair information concerning the consideration of the proposed merger.

Respondent: Qwest Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-007

INTERVENOR: Communication Workers of America

REQUEST NO: 007

Regarding the "large number of systems that must be integrated, including billing, management information, purchasing, accounting and finance, sales, payroll and benefits, fixed asset, lease administration and regulatory compliance" (June 4, 2010 S-4, p. 16), please provide any documents or analyses, performed by or for CenturyLink or Qwest, that are responsive to the following:

- a) List(s) identifying all such systems.
- b) Discussions of the integration of such systems.
- c) Timelines or chronologies projecting the integration of such systems.
- d) Identifying the potential risks associated with the integration of such systems.
- e) Comparing the system integration process associated with the CenturyTel/Embarq transaction with the proposed CenturyLink/Qwest transaction.
- f) The range of potential charges and expenses that CenturyLink and Qwest, separately, expect to take prior to the closing of the proposed transaction.
- g) The range of potential charges and expenses that CenturyLink and Qwest, separately, expect to take prior to, or subsequent to, the closing of the proposed transaction.

RESPONSE:

See CenturyLink's response to this request.

Respondent: Qwest Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-008

INTERVENOR: Communication Workers of America

REQUEST NO: 008

Regarding potential future growth by CenturyLink through acquisitions as referenced, for example, on page 19 of the S-4 ("CenturyLink has traditionally sought growth largely through acquisitions of properties similar to those currently operated by it."), page 20 ("Following the merger, CenturyLink may continue to expand its operations through additional acquisitions, [and] other strategic transactions . . ."), and page 23 (potential "material adverse consequences" of the transaction on CenturyLink by "(iii) limiting CenturyLink's ability to access the capital markets . . . to fund acquisitions or emerging businesses, (iv) limiting the amount of free cash flow available for future operations, acquisitions, dividends, stock repurchases or other uses . . ."),

- a) Is CenturyLink currently contemplating any additional acquisitions or strategic transactions? If yes, please describe.
- b) Has CenturyLink engaged in discussions regarding any other acquisitions or strategic transactions within the previous year? If yes, please describe.
- c) Have CenturyLink and/or Qwest engaged in discussions with Sprint regarding any type of strategic relationship involving Sprint's wireless network? If yes, please describe.
- d) Have CenturyLink and/or Qwest engaged in discussions with Clearwire regarding any type of strategic relationship involving the Clearwire WiMAX wireless broadband network? If yes, please describe.
- e) Have CenturyLink and/or Qwest engaged in discussions with T-Mobile or its parent regarding any type of strategic relationship involving the T-Mobile's wireless network? If yes, please describe.
- f) Have CenturyLink and/or Qwest engaged in discussions with any other wireless provider regarding any type of strategic relationship? If yes, please describe.
- g) Have CenturyLink and/or Qwest engaged in discussions with Harbinger Capital regarding its reported efforts to enter into strategic relationships for the creation of a new 4th generation wireless broadband network? If yes, please describe.
- h) Have CenturyLink and/or Qwest engaged in discussions with any cable communications provider regarding any type of strategic relationship? If yes, please describe.
- i) Have CenturyLink and/or Qwest engaged in discussions with any satellite communications provider regarding any type of strategic relationship? If yes, please describe.

RESPONSE:

Qwest objects to this request insofar as it is not relevant to the subject matter of this action and is not reasonably calculated to lead to the

discovery of admissible evidence. The scope of this proceeding is to establish whether the merger of the CenturyLink and Qwest parent companies is in the public interest in Arizona. Specific information regarding CenturyLink's future acquisition plans is not relevant to this analysis. Neither is information regarding other transactions that were or could have been contemplated or discussed by either Qwest or CenturyLink. The scope of this proceeding is limited to examining whether this transaction is in the public interest, not whether other transactions might also be in the public interest. In addition, the information requested is highly confidential, commercially sensitive information the release of which would cause irreparable harm to Qwest.

Respondent: Qwest Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-009

INTERVENOR: Communication Workers of America

REQUEST NO: 009

Regarding the "KPNQwest litigation" referenced on page 22 of the S-4, please provide copies of all non-privileged documents provided by Qwest or its attorneys or advisors to CenturyLink or its attorneys or advisors.

RESPONSE:

See CenturyLink's response to this request.

Respondent: Qwest Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-010

INTERVENOR: Communication Workers of America

REQUEST NO: 010

Regarding the reference on page 22 of the S-4 to counterparties with "certain significant agreements with Qwest [who] may exercise contractual rights to terminate such agreements following the merger," please provide a list describing all such "significant agreements."

RESPONSE:

Qwest objects to this request because it seeks to require the disclosure of confidential agreements and information belonging to third parties. Many of the contracts that have change-in-control termination rights have confidentiality requirements that would prevent such disclosure.

Subject to and without waiving its objections, Qwest states that in connection with the referenced statement, Qwest analyzed the most significant contracts with large retail customers, wholesale customers, governmental customers, and strategic partners. Some of these contracts allow the other party to terminate the agreement upon a change in control, and as stated in the S-4, "there is no assurance that such agreements will not be terminated, that any such terminations will not result in a material adverse effect, or that any modifications of such agreements to avoid termination will not result in a material adverse effect." However, Qwest has not received any termination notice in connection with any contract containing such termination rights.

Respondent: Qwest Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-011

INTERVENOR: Communication Workers of America

REQUEST NO: 011

Please identify the members of the Qwest Board of Directors transaction committee as described on page 34 of the S-4.

RESPONSE:

Qwest objects to this request because it is not reasonably calculated to lead to the discovery of admissible or relevant evidence concerning whether the proposed transaction is in the public interest, particularly because as noted at page 35 of the Amended S-4 filing, "[t]he transaction committee was given no authority to approve or disapprove any potential strategic alternatives."

Respondent: Qwest Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-012

INTERVENOR: Communication Workers of America

REQUEST NO: 012

Please provide copies of the due diligence lists exchanged by Qwest and CenturyLink and described at the March 18, 2010 Qwest Board of Directors meeting (p. 36).

RESPONSE:

Qwest objects to this request insofar as the information requested is highly confidential, commercially sensitive information the release of which would cause irreparable harm to Qwest.

Respondent: Qwest Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-013

INTERVENOR: Communication Workers of America

REQUEST NO: 013

Please provide details of the "virtual data" rooms set up by Qwest and CenturyLink, including a list of documents and links (S-4, p. 37).

RESPONSE:

Qwest objects to this request insofar as the information requested is highly confidential, commercially sensitive information the release of which would cause irreparable harm to Qwest.

Respondent: Qwest Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-014

INTERVENOR: Communication Workers of America

REQUEST NO: 014

The CenturyLink S-4, at pages 93 and 94, presents summaries of internal financial forecasts prepared by CenturyLink management separately for CenturyLink and Qwest on a standalone basis, for the years 2010 through 2015. To the extent not previously furnished, please provide full copies of the spreadsheet models, analyses and backup documents and calculations for these forecasts.

RESPONSE:

See CenturyLink's response to this request 014.

Respondent: Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-015

INTERVENOR: Communication Workers of America

REQUEST NO: 015

The CenturyLink S-4, at page 95, presents a summary of an internal financial forecast prepared by Qwest management for Qwest on a standalone basis, for the years 2010 through 2013. To the extent not previously furnished, please provide full copies of the spreadsheet models, analyses and backup documents and calculations for these forecasts.

RESPONSE:

Qwest objects to this request insofar as the information requested is highly confidential, commercially sensitive information the release of which would cause irreparable harm to Qwest. Moreover, as discussed in the S-4 and amended S-4 (filed July 16, 2010), "the internal financial forecasts were not prepared with a view toward public disclosure, nor were they prepared with a view toward compliance with published guidelines of the SEC, the guidelines established by the American Institute of Certified Public Accountants for preparation and presentation of financial forecasts, or GAAP. In addition, the projections were not prepared with the assistance of, or reviewed, compiled or examined by, independent accountants." As such, information beyond what is provided in the S-4 and amended S-4 statement is not relevant or helpful to the Commission's consideration of the proposed transaction.

Respondent: Qwest Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-016

INTERVENOR: Communication Workers of America

REQUEST NO: 016

To the extent not previously furnished, please provide full copies of the "consensus of the projections for Qwest prepared by research analysts that cover Qwest and other companies in the Telecommunications industry." (S-4, p. 95)

RESPONSE:

To the extent that this request requires the production of proprietary, trade secret, or other confidential information, production of such information will be subject to the entry of a protective agreement or protective order, and any claims of privilege or other objections Qwest may assert.

Respondent: Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-017

INTERVENOR: Communication Workers of America

REQUEST NO: 017

On page 103 of the CenturyLink S-4, reference is made to a Qwest agreement "to take all necessary action to redeem all its outstanding convertible notes at a redemption price in cash equal to 100% of the principal amount of such notes on November 20, 2010, and to exercise its right to pay cash in lieu of shares of Qwest common stock if any holder exercises its conversion rights with respect to the convertible notes, which rights will become exercisable following delivery of the notice of redemption by Qwest." Using certain assumptions, the S-4 states that Qwest could be "required to pay holders of the notes an aggregate amount of cash equal to approximately \$1.329 billion if all such holders exercised their conversion rights."

- a) Please provide an explanation of how Qwest plans to fund this redemption.
- b) What impact will this redemption, and the actions required to fund it, have on Qwest's outstanding debt, leverage ratios and other key financial measures?
- c) How will this redemption impact the pro forma combined companies' outstanding debt, leverage ratio and other key financial measures?

RESPONSE:

- A) Qwest will redeem the convertible notes utilizing cash on hand and cash generated from operations.
- B) Redeeming the convertible notes will reduce Qwest's debt and leverage ratio.
- C) Redeeming the convertible notes will reduce the pro forma combined companies' debt and leverage ratio.

Respondents: Nhung Van
Timothy Fitzgerald

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-018

INTERVENOR: Communication Workers of America

REQUEST NO: 018

Please provide copies of Applicants' responses to the data and document requests propounded any other party in the above-mentioned dockets.

RESPONSE:

Attached are responses Qwest provided to the Arizona Corporation Commission Utilities Division Staff's first four sets of data requests to Qwest in the above-captioned dockets; Qwest's Responses to RUCO Sets 1, 2 and 3; and Qwest's Responses to Integra Set 2, subject to the following limitations: Qwest will provide proprietary, trade secret, or other confidential information upon entry of a protective order or protective agreement; provided, however, Qwest reserves the right to object to providing highly sensitive information to CWA, although it may provide it to the Commission Staff or to RUCO. Qwest will notify CWA of any such objection the time it supplements any of its responses.

Respondent: Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-019

INTERVENOR: Communication Workers of America

REQUEST NO: 019

The CenturyLink S-4 at page 24 states: "the amount of dividends that CenturyLink may distribute to its shareholders is subject to restrictions under Louisiana law and is limited by restricted payment and leverage covenants in CenturyLink's credit facilities and, potentially, the terms of any future indebtedness that CenturyLink may incur . . ."

- a) Please identify and explain the restrictions under Louisiana law referenced in this statement.
- b) Please identify the restricted payment and leverage covenants contained in CenturyLink's credit facilities.
- c) Are there any similar restrictions on dividends for Qwest, either stemming from state law or from credit facility covenants. If yes, please describe.

RESPONSE:

- a) See CenturyLink's response to this subpart of the request.
- b) See CenturyLink's response to this subpart of the request.
- c) Qwest has multiple debt agreements that restrict its ability to pay cash dividends, the most restrictive covenant is in its un-drawn Credit Facility. The Credit Facility currently allows Qwest to pay cash dividends and repurchase shares up to \$1.7 billion, plus any cumulative net income and net proceeds from the issuance of common stock, less any dividends paid or shares repurchased. In addition, like other companies that are incorporated in Delaware, Qwest is limited by Delaware corporate law in the amount of dividends it can pay. More specifically, Section 170 of Delaware General Corporation Law provides that a corporation may declare and pay dividends either (1) out of its surplus (which equals its total assets less total liabilities less stated capital) or (2) if, there is no surplus, out of net profits for the current or preceding fiscal year.

Respondents: Nhung Van
 Timothy Fitzgerald

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-020

INTERVENOR: Communication Workers of America

REQUEST NO: 020

The CenturyLink S-4 at page 24 states: "the amount of dividends that CenturyLink's subsidiaries may distribute to CenturyLink is subject to restrictions imposed by state law, restrictions that may be imposed by state regulators in connection with obtaining necessary approvals for the merger, and restrictions imposed by the terms of credit facilities applicable to certain subsidiaries and, potentially, the terms of any future indebtedness that these subsidiaries may incur."

- a) Please identify and explain the restrictions under state law or regulation referenced in this statement.
- b) Please identify any restrictions on dividend payments by subsidiaries contained in CenturyLink's credit facilities.
- c) Are there any similar restrictions on dividends for Qwest, either stemming from state law, regulatory action, or from credit facility covenants. If yes, please describe.

RESPONSE:

- a) See CenturyLink's response to this subpart of the request.
- b) See CenturyLink's response to this subpart of the request.
- c) The amount of dividends that Qwest's subsidiaries may distribute to Qwest is subject to restrictions imposed by state law, restrictions that may be imposed by state regulators in connection with obtaining necessary approvals for the merger, and, potentially, the terms of any future indebtedness that these subsidiaries may incur. State law restrictions vary based on the entity form (e.g., corporation, partnership, LLC) and the jurisdiction of formation. A majority of Qwest's subsidiaries are corporations incorporated in Delaware or Colorado. As noted above, Section 170 of Delaware General Corporation Law provides that a corporation may declare and pay dividends either (1) out of its surplus (total assets less total liabilities less stated capital) or (2) if, there is no surplus, out of net profits for the current or preceding fiscal year. Section 7-106-401 of the Colorado Business Corporation Act provides that a corporation may not make a distribution if, after giving it effect: the corporation would not be able to pay its debts as they become due in the usual course of business; or the corporation's total assets would be less than the sum of its liabilities plus certain amounts that might be due to satisfy certain preferential shareholder rights. Qwest also has foreign subsidiaries that may be subject to different restrictions on dividends.

Respondents: Nhung Van
Timothy Fitzgerald

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-021

INTERVENOR: Communication Workers of America

REQUEST NO: 021

Please provide all materials relating to the interactions among Qwest and Companies A and B prior to the April 21 agreement (as described on page 34 and elsewhere in the S-4), to the extent not previously provided.

RESPONSE:

Qwest objects to this request insofar as it is not relevant to the subject matter of this action and is not reasonably calculated to lead to the discovery of admissible evidence. The scope of this proceeding is to establish whether the merger of the CenturyLink and Qwest parent companies is in the public interest in Arizona. Specific information regarding other transactions that were or could have been contemplated or discussed by either Qwest or Centurylink is not relevant to this proceeding. The scope of this proceeding is limited to examining whether this transaction is in the public interest, not whether other transactions might also be in the public interest. In addition, the information requested is highly confidential, commercially sensitive information the release of which would cause irreparable harm to Qwest.

Respondent: Qwest Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-022

INTERVENOR: Communication Workers of America

REQUEST NO: 022

Regarding the "Strategic Considerations" cited under the CenturyLink Board of Directors' "Reasons for the Merger," the CenturyLink S-4 at page 41 lists as one of the "significant strategic opportunities" provided by the proposed merger, could be "the continued expansion of CenturyLink's footprint and network capacity, as the combined company is expected to have operations in 37 states with approximately seventeen million access lines, five million broadband customers and 180,000 miles of fiber optic networks, giving the combined company greater scale and reach ..."

- a) Please provide any documents, analyses, models or notes not already furnished, regarding the potential expansion of CenturyLink's footprint and network capacity.
- b) Please describe separately, and in detail, CenturyLink's and Qwest's access line, broadband, and fiber optic network assets.
- c) Please identify and describe the portion of the 180,000 miles of fiber optic networks the combined companies will have which are attributable to Qwest and which to Century Link.
- d) Please identify and describe in detail all specific instances where a CenturyLink affiliate and a Qwest affiliate compete.

RESPONSE:

- a) See CenturyLink's response to this request 022.
- b) Qwest has significant access line, broadband and fiber optic assets. As of March 2010, Qwest served 10.8 million access lines (retail and wholesale) in its 14 state region and 1.5 million total access lines in Arizona. Qwest also served 2.7 million broadband subscribers nationally, with over 460,000 DSL customers in Arizona.

Qwest continues to focus on increasing subscribers for its broadband services in its mass markets segment, and believes that the ability to continually increase connection speeds is competitively important. As a result, as described in the testimony of Mr. Campbell, Qwest continues to invest in its fiber to the node, or FTTN, deployment, which was launched to meet customer demand for higher broadband speeds. Fiber to the node allows for the delivery of higher speed broadband services than would otherwise generally be available through a more traditional telecommunications network made up of only copper wires. As described by Mr. Campbell, according to Qwest's first quarter 2010 Earnings Announcement, "Qwest continued to expand its fiber to the node (FTTN) footprint in the quarter, and services are now available to more than 3.8 million residential households." In the quarter, 64,000 customers added high speed Internet services that utilize the fiber network. Qwest is also working to increase its efforts to provide Data Integration for business customers, including network management, installation and maintenance of data equipment and building of proprietary fiber-optic broadband networks for governmental and business customers. Further,

Qwest is focused on its efforts to provide fiber to the cell site. As noted by Mr. Campbell, there are approximately 18,000 cell sites in the 14 state Qwest region, and Qwest has already contracted to provide fiber to 4,000 locations.

c) Qwest's domestic fiber optic network amounts to approximately 104,000 miles. Please see CenturyLink's response to this request for the CenturyLink mileage.

d) Qwest does not serve any customers in CenturyLink ILEC territory in Arizona, since CenturyLink does not currently have ILEC operations in Arizona.

Respondents: Bob Brigham
 Josh Kozlowski
 Qwest Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-023

INTERVENOR: Communication Workers of America

REQUEST NO: 023

Regarding the "Strategic Considerations" cited under the CenturyLink Board of Directors' "Reasons for the Merger," the CenturyLink S-4 at page 41 lists as one of the "significant strategic opportunities" provided by the proposed merger could be "the diversification into additional markets and product offerings, including greater presence in urban areas, reduced exposure to regulated revenue sources, and significantly expanded opportunities to market products and services to business, wholesale and government customers;"

a. Please provide any documents, analyses, models or notes not already furnished, regarding the potential expansion of CenturyLink into additional markets and for other product offerings.

b. Please provide any documents, analyses, models or notes not already furnished, regarding the reduction in reliance on regulated revenue sources.

RESPONSE:

See CenturyLink's response to this request 023.

Respondent: Qwest Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-024

INTERVENOR: Communication Workers of America

REQUEST NO: 024

Regarding the "Strategic Considerations" cited under the CenturyLink Board of Directors' "Reasons for the Merger," the CenturyLink S-4 at page 41 lists as one of the "the significantly greater scale and scope of the combined company's operations, which will better enable it to pursue new transactions and technologies, to take advantage of additional growth opportunities, including in the areas of IPTV and video, wireless telephony and data hosting, and to pursue a broader range of potential strategic and acquisition opportunities;"

a. Please provide any documents, analyses, models or notes not already furnished, regarding the impact of significantly greater scale on CenturyLink's ability to pursue new transactions and technologies and pursue a broader range of potential strategic and acquisition opportunities.

RESPONSE:

See CenturyLink's response to this request 024.

Respondent: Qwest Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-025

INTERVENOR: Communication Workers of America

REQUEST NO: 025

Regarding the "Strategic Considerations" cited under the CenturyLink Board of Directors' "Reasons for the Merger," the CenturyLink S-4 at page 41 lists as one of the "significant strategic opportunities" provided by the proposed merger could be "the expectation that the combined company will have a strong financial profile, with unadjusted pro forma 2009 revenues of \$19.8 billion and free cash flow of \$3.4 billion, anticipated positive impacts on CenturyLink's free cash flow per share upon the closing of the proposed merger (exclusive of integration costs), a sound capital structure, and an improved payout ratio with no anticipated change in CenturyLink's policy of returning significant dividends to shareholders..."

a. Please provide any documents, analyses, models or notes not already furnished, regarding the projected free cash flow of the combined companies and why that obviates any anticipation of a change in CenturyLink's policy of returning significant dividends to shareholders.

b. Has CenturyLink evaluated the circumstances under which a reduction in dividends might be indicated? If yes, please explain.

c. Has CenturyLink performed any sensitivity analyses of the projected performance of the combined companies as such performance could impact the sustainability of CenturyLink's dividend policy? If yes, please explain and please provide copies of any such analyses.

RESPONSE:

See CenturyLink's response to this request 025.

Respondent: Qwest Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-026

INTERVENOR: Communication Workers of America

REQUEST NO: 026

Regarding the "Strategic Considerations" cited under the CenturyLink Board of Directors' "Reasons for the Merger," the CenturyLink S-4 at page 41 lists "the expectation that the combined company will achieve approximately \$625 million in annual cost savings in operating and capital expenditures within three to five years of the closing, coming from, among other things, network and operational efficiencies, leveraging combined purchasing power, consolidating administrative activities, sharing support infrastructure and implementation of best practices."

- a) Please provide any documents, analyses, models or notes not already furnished, regarding the projected \$625 million in annual cost savings (synergies).
- b) Please document, in detail, the sources of synergy savings that CenturyLink has already achieved in its transaction with Embarq, as well as projections for additional synergies that it expects to achieve in the future in connection with that transaction.
- c) Will the proposed Qwest transaction have any impact - positive or negative - on the achievement of synergies in the Embarq transaction? If yes, please explain.
- d) Has CenturyLink performed any analyses comparing its actual or projected synergy savings in associated with the Embarq transaction and those it projects to obtain in the Qwest transaction? If yes, please provide all such analyses.
- e) Please provide any documents, analyses, models or notes not already furnished, regarding any plans for sharing support infrastructure and the synergies that might generate.
- f) Please provide any documents, analyses, models or notes not already furnished, regarding any plans for consolidating administrative activities, including the specific administrative activities and the plans for consolidation of each activity.
- g) Will the efficiencies, consolidations and support infrastructure sharing result in office or facilities closings, personnel layoffs, personnel transfers, and/or other relocations? If so, please provide all documents relating to such closings, layoffs, transfers, and/or relocations.
- h) Please provide all documents relating to office or facilities closings, personnel layoffs, personnel transfers, and/or other relocations specifically as they affect Arizona.

RESPONSE:

See CenturyLink's response to this request 026.

Respondent: Qwest Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-027

INTERVENOR: Communication Workers of America

REQUEST NO: 027

Regarding the factors "weighing negatively against the proposed merger," cited under the CenturyLink Board of Directors' "Reasons for the Merger," the CenturyLink S-4 at page 42 lists as one of the negative factors "the challenges inherent in the combination of two businesses of the size and scope of CenturyLink and Qwest and the cultures of each business, including the risk that integration costs may be greater than anticipated, that it may be difficult to retain key employees, and that management's attention might be diverted for an extended period of time, particularly in light of CenturyLink's ongoing integration efforts with respect to the July 2009 acquisition of Embarq Corporation;"

a) Please provide any documents, analyses, models or notes not already furnished, regarding the potential challenges inherent in a combination of two businesses of this size and the potential impact of such efforts on the ongoing integration efforts with respect to the Embarq transaction.

RESPONSE:

See CenturyLink's response to this request 027.

Respondent: Qwest Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-028

INTERVENOR: Communication Workers of America

REQUEST NO: 028

Regarding the factors "weighing negatively against the proposed merger," cited under the CenturyLink Board of Directors' "Reasons for the Merger," the CenturyLink S-4 at page 42 lists as one of the negative factors "the increased leverage of the combined company and obligations under existing pension plans, which, while believed to be appropriate for a company with the expected earnings profile of the combined company, could reduce CenturyLink's credit ratings, limit access to credit markets or make such access more expensive and reduce CenturyLink's operational and strategic flexibility;"

a) Please provide any documents, analyses, models or notes not already furnished, regarding the potential negative impact of an increase in CenturyLink's leverage and any specific examples how that could reduce CenturyLink's operational and strategic flexibility.

RESPONSE:

See CenturyLink's response to this request 028.

Respondent: Qwest Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-029

INTERVENOR: Communication Workers of America

REQUEST NO: 029

Regarding the factors "weighing negatively against the proposed merger," cited under the CenturyLink Board of Directors' "Reasons for the Merger," the CenturyLink S-4 at page 42 lists as one of the negative factors "the risks associated with increasing CenturyLink's exposure to lower margin products and services and to higher rates of access line losses;"

a) Please provide any documents, analyses, models or notes not already furnished, regarding the specific products and services associated with lower margins, as well as factors underlying such lower margins as well as potential higher rates of access line losses.

RESPONSE:

See CenturyLink's response to this request 029.

Respondent: Qwest Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-030

INTERVENOR: Communication Workers of America

REQUEST NO: 030

Referring to the statements on page 104 of the S-4 regarding the eligibility of current Qwest employees to participate in certain CenturyLink benefit plans, under what circumstances would a Qwest employee become eligible to participate in a CenturyLink plan rather than an existing Qwest plan?

RESPONSE:

See CenturyLink's response to this request 030.

Respondent: Qwest Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-031

INTERVENOR: Communication Workers of America

REQUEST NO: 031

How many regions does CenturyLink intend to divide Qwest into as part of its "highly localized"/ "Go To Market" model?

a) If CenturyLink has yet to make this determination, please identify the individual(s) and/or working groups or committees who will be responsible for this area. Please provide all notes, minutes, agenda, analyses and other relevant documents which have been produced to-date.

RESPONSE:

See CenturyLink's response to this request 031.

Respondent: Qwest Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194, .
T-03555A-10-0194
CWA 1-032

INTERVENOR: Communication Workers of America

REQUEST NO: 032 .

How many "market clusters" does CenturyLink intend to divide Qwest into as part of its "highly localized"/ "Go To Market" model? How many "market clusters" will there be within Arizona?

a) If CenturyLink has yet to make this determination, please identify the individual(s) and/or working groups or committees who will be responsible for this area. Please provide all notes, minutes, agenda, analyses and other relevant documents which have been produced to-date.

RESPONSE:

See CenturyLink's response to this request 032.

Respondent: Qwest Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-033

INTERVENOR: Communication Workers of America

REQUEST NO: 033

Please identify and describe in detail which CenturyLink and which Qwest systems (OSS and other) CenturyLink will utilize in existing Qwest service areas subsequent to the closing of this transaction.

a) If CenturyLink has yet to make this determination, please identify the individual(s) and/or working groups or committees who will be responsible for this area. Please provide all notes, minutes, agenda, analyses and other relevant documents which have been produced to-date.

RESPONSE:

See CenturyLink's response to this request 033.

Respondent: Qwest Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-034

INTERVENOR: Communication Workers of America

REQUEST NO: 034

Please identify and describe in detail which CenturyLink and which Qwest systems (OSS and other) CenturyLink will utilize in existing CenturyLink service areas subsequent to the closing of this transaction.

a) If CenturyLink has yet to make this determination, please identify the individual(s) and/or working groups or committees who will be responsible for this area. Please provide all notes, minutes, agendas, analyses and other relevant documents which have been produced to-date.

RESPONSE:

See CenturyLink's response to this request 034.

Respondent: Qwest Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-035

INTERVENOR: Communication Workers of America

REQUEST NO: 035

CenturyTel paid approximately \$149 million in 2008 to acquire 69 licenses in the FCC 700 MHz wireless spectrum auction. According to CenturyTel's February 27, 2009 10K (p. 12), the "700 MHz spectrum is not expected to be cleared for usage until mid-2009. We are still in the planning stages regarding the use of this spectrum. However, based on our preliminary analysis, we are considering developing wireless voice and data service capabilities based on equipment using LTE (Long-Term Evolution) technology. Given that this equipment is not expected to be commercially available until 2010, we do not expect our deployment to result in any material impact on our capital and operating budgets in 2009."

a) Has CenturyLink determined how, when and where it will deploy wireless, voice and data services? If yes, please elaborate. If no, please explain.

b) Please provide any documents that exist relating to the "planning stages" referenced in the 10K.

RESPONSE:

See CenturyLink's response to this request 035.

Respondent: Qwest Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-036

INTERVENOR: Communication Workers of America

REQUEST NO: 036

Please provide an unredacted version of the Qwest and CenturyLink Application for Consent to Transfer Control, filed with the Federal Communications Commission on May 10, 2010.

RESPONSE:

Qwest objects to this request because it seeks the disclosure of information made confidential in the referenced FCC proceedings, and upon a review of FCC records, CWA has not agreed to the confidentiality protections established by the FCC. Subject to and without waiving its objections, Qwest will produce the requested confidential document upon proof that CWA has executed the FCC Protective Order undertaking.

Respondent: Qwest Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-037

INTERVENOR: Communication Workers of America

REQUEST NO: 037

Please describe your plans for linking and deploying the respective companies' core fiber networks.

a) If CenturyLink has yet to make this determination, please identify the individual(s) and/or working groups or committees who will be responsible for this area. Please provide all notes, minutes, agenda, analyses and other relevant documents which have been produced to-date.

RESPONSE:

See CenturyLink's response to this request 037.

Respondent: Qwest Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-038

INTERVENOR: Communication Workers of America

REQUEST NO: 038

Please identify all committees, task forces and/or working groups that have been formed to develop and implement the acquisition and integration of Qwest assets, overall and at the individual state level. Please provide all notes, minutes, agenda, analyses and other relevant documents produced for or by these groups.

RESPONSE:

Qwest objects to this request because it is overbroad and unduly burdensome. Over time, literally millions of documents could be "related to the planned integration of the Qwest/CenturyLink merger." The request fails to describe the documents sought with requisite particularity so as to enable Qwest to reasonably determine and locate responsive documents. In addition, as the integration process is ongoing and will continue through and after the conclusion of this proceeding, ongoing supplementation is also overbroad and unduly burdensome.

Subject to and without waiving its objections, Qwest refers CWA to CenturyLink's response to this request.

Respondent: Qwest Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-039

INTERVENOR: Communication Workers of America

REQUEST NO: 039

Referring to the Embarq transaction, Mr. Shafer testified that "CenturyLink made significant investment in and upgraded its financial and billing systems in order to deliver integrated, customer service and improved levels of financial accountability. These system upgrades were made with an eye towards future expansion which has enabled CenturyLink to quickly and seamlessly reach many key integration milestones. Consequently, very quickly after close, financial and human resource systems were converted. Within months, a phased schedule for converting customer billing systems was implemented. Already, approximately 25 percent of the access lines served by former Embarq systems have been successfully and seamlessly converted to CenturyLink's single integrated retail customer service and billing system. Another 25% of former Embarq access lines are expected to convert by year end 2010, with the remaining access lines converted by the third Quarter of 2011, or within about 24-27 months after closing." With respect to CenturyLink's upgraded financial and billing systems about which Mr. Shafer testified:

- a) Please describe in detail all such systems, the upgrades they went through, and the specific status of integration of these systems with Embarq.
- b) Are there any Embarq systems which will be retained on a standalone basis? Are there any Embarq systems which serve (or will serve) the combined CenturyTel/Embarq?
- c) Were these systems upgraded "with an eye" on a transaction the size of the one with Qwest?
- d) Are these systems capable of integrating a company of the size and complexity of Qwest? Please explain.
- e) Are there any Qwest systems that will become the platform for the combined companies?
- f) Please describe the impediments to the immediate conversion of all of Embarq's access lines to the CenturyLink financial and billing systems.
- g) What are the specific projected synergies of this integration?
- h) Have there been, or will there be, any Embarq or CenturyTel facilities that were made redundant or reduced in size by this integration? If yes, please describe in detail.
- i) Will there be any Qwest or CenturyLink facilities that will be made redundant or reduced in size by this integration? If yes, please describe in detail.

RESPONSE:

See CenturyLink's response to this request 039.

Respondent: Qwest Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-040

INTERVENOR: Communication Workers of America

REQUEST NO: 040

Mr. Shafer testified that, prior to closing, "In addition to system conversions and network deployment, the company finalized the budgeting process, completed organizational design and many staffing decisions, and launched a new brand."

a) What are the process, organizational design and staffing decisions that impact Arizona that CenturyLink already has made? Will make prior to close? Will make post-closing? Please document and describe in detail the planning process that the companies have initiated and any conclusions they have reached.

RESPONSE:

See CenturyLink's response to this request 040.

Respondent: Qwest Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-041

INTERVENOR: Communication Workers of America

REQUEST NO: 041

Mr. Shafer testified that "we will first need to evaluate Qwest's structure and consider adjustment to the configurations necessarily to fit the newly merged operations and to ensure that any modifications continue to meet customer expectations."

a) Please describe the types of adjustments that CenturyLink believes are required, or are considering making. Please explain, precisely, what "configurations" may require adjustments in order "to fit the newly merged operations."

RESPONSE:

See CenturyLink's response to this request 041.

Respondent: Qwest Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-042

INTERVENOR: Communication Workers of America

REQUEST NO: 042

Mr. Shafter testified that "CenturyLink employs a 'neighborhood' approach to customer service call centers that enables customer calls to be matched with associates that are trained to understand the nuances of the state. The neighborhoods are designed and grouped to align available staffing with the needs of the states that are included in that group. Through the neighborhood approach, customer service associates have a focus and an "ownership" of the states for which they are responsible. They understand the service offerings in that region and are even aware of current happenings in the area as the call screens have the ability to provide real time information about the locale so that there is a real connection between the associate and the customer. This is another approach that likely will be adopted during the integration of Qwest."

a) Please describe how this "neighborhood" approach to customer service call centers will impact the operations of Arizona facilities and operations.

RESPONSE:

See CenturyLink's response to this request 042.

Respondent: Qwest Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-043

INTERVENOR: Communication Workers of America

REQUEST NO: 043

With respect to integration of CenturyLink and Qwest in Arizona, please describe in detail the specific operations, functions and systems for both companies that will be impacted by such activities.

RESPONSE:

See CenturyLink's response to this request 043.

Respondent: Qwest Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-044

INTERVENOR: Communication Workers of America

REQUEST NO: 044

With respect to the integration activities referenced immediately above,
please describe in detail the impact such actions will have on employment in
Arizona.

RESPONSE:

See CenturyLink's response to this request 044.

Respondent: Qwest Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-045

INTERVENOR: Communication Workers of America

REQUEST NO: 045

With respect to synergies that the combined companies expect to achieve from the proposed transaction, please describe in detail the synergies in Arizona.

RESPONSE:

See CenturyLink's response to this request 045.

Respondent: Qwest Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-046

INTERVENOR: Communication Workers of America

REQUEST NO: 046

With respect to synergy savings referenced immediately above, please describe in detail the source of such synergy savings in Arizona, by category (including employment levels).

RESPONSE:

See CenturyLink's response to this request 046.

Respondent: Qwest Legal

Exhibit D



Qwest
1801 California Street, Suite 900
Denver, Colorado 80202
Phone 303 383-6495
Facsimile 303 383-6667
terri.dunnington@qwest.com

Terri Dunnington
Staff Paralegal

VIA E-MAIL AND OVERNIGHT DELIVERY

September 10, 2010

LUBIN & ENOCH, P.C.
Nicholas J. Enoch
Jarrett J. Haskovec
349 North Fourth Avenue
Phoenix, Arizona 85003

Re: Arizona Corporation Commission Docket Nos. T-01051B-10-0194; T-02811B-10-0194; T-04190A-10-0194; T-20443A-10-0194/ T-03555A-10-0194; T-03902A-10-0194

Dear Mr. Enoch:

Attached you will find Qwest's Supplemental Responses to the CWA's First Set of Data Requests, Nos. 16, 18 and 36.

Should you have any questions regarding this serving, you may contact me at (303) 383-6495.

Sincerely,

A handwritten signature in cursive script, appearing to read "Terri Dunnington".

Terri Dunnington

Enclosure

cc: Norman Curtright, Esq.
Kevin Zarling, Esq.

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-016S1

INTERVENOR: Communication Workers of America

REQUEST NO: 016S1

To the extent not previously furnished, please provide full copies of the "consensus of the projections for Qwest prepared by research analysts that cover Qwest and other companies in the Telecommunications industry." (S-4, p. 95)

RESPONSE:

To the extent that this request requires the production of proprietary, trade secret, or other confidential information, production of such information will be subject to the entry of a protective agreement or protective order, and any claims of privilege or other objections Qwest may assert.

Respondent: Legal

SUPPLEMENTAL RESPONSE 09/10/10:

See Confidential Attachments A and B.

Respondent: Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-018S1

INTERVENOR: . Communication Workers of America

REQUEST NO: 018S1

Please provide copies of Applicants' responses to the data and document requests propounded any other party in the above-mentioned dockets.

RESPONSE:

Attached are responses Qwest provided to the Arizona Corporation Commission Utilities Division Staff's first four sets of data requests to Qwest in the above-captioned dockets; Qwest's Responses to RUCO Sets 1, 2 and 3; and Qwest's Responses to Integra Set 2, subject to the following limitations: Qwest will provide proprietary, trade secret, or other confidential information upon entry of a protective order or protective agreement; provided, however, Qwest reserves the right to object to providing highly sensitive information to CWA, although it may provide it to the Commission Staff or to RUCO. Qwest will notify CWA of any such objection the time it supplements any of its responses.

Respondent: Legal

SUPPLEMENTAL RESPONSE 09/10/10:

Subject to the objections listed above, attached you will find Qwest's Responses to Staff Sets 5 through 8, Cox Set 2 and Qwest's Supplemental Responses to Staff Set 1, #001, 002 and 009, Staff Set 4, #017, RUCO Set 1, #008 and Set 2, #001 and 004, and Integra Set 2, #001, 022, 069, 077, 125, 139, 142 and 146.

Respondent: Legal

Arizona
Docket Nos. T-01051B-10-0194,
T-03902A-10-0194, T-02811B-10-0194,
T-20443A-10-0194, T-04190A-10-0194,
T-03555A-10-0194
CWA 1-036S1

INTERVENOR: Communication Workers of America

REQUEST NO: 036S1

Please provide an unredacted version of the Qwest and CenturyLink Application for Consent to Transfer Control, filed with the Federal Communications Commission on May 10, 2010.

RESPONSE:

Qwest objects to this request because it seeks the disclosure of information made confidential in the referenced FCC proceedings, and upon a review of FCC records, CWA has not agreed to the confidentiality protections established by the FCC. Subject to and without waiving its objections, Qwest will produce the requested confidential document upon proof that CWA has executed the FCC Protective Order undertaking.

Respondent: Qwest Legal

SUPPLEMENTAL RESPONSE 09/10/10:

CWA may obtain a copy of the unredacted version of the Qwest and CenturyLink Application for Consent to Transfer Control filed with the Federal Communications Commission by signing the FCC's protective order.

Respondent: Qwest Legal

Exhibit E

Joint Application of the United Telephone Company of Pennsylvania LLC d/b/a Embarq
Pennsylvania and Embarq Communications, Inc. for All Approvals Required under the
Pennsylvania Public Utility Code for the Indirect Transfer of Control to CenturyTel, Inc.

Docket No. A-2008-2076038

EQ/CTL Responses to CWA Set I

Sponsors: Attorneys for
Joint Applicants and
CenturyTel

CWA-5

Please provide all materials provided by either CenturyTel or Embarq to the U.S.
Department of Justice and/or the Federal Trade Commission under the provisions of
the Hart-Scott-Rodino Act.

Response:

Subject to and without waiver of any general or specific objections, one copy (1) of
the Hart-Scott-Rodino ("HSR") filings of CenturyTel and Embarq, which are
marked as **HIGHLY CONFIDENTIAL**, are attached hereto in response to CWA-
5. The attached **HIGHLY CONFIDENTIAL** HSR filings shall be provided to
counsel for CWA consistent with the contemplated Protective Order to be entered
in this proceeding. The HSR filings are being provided with the understanding that
the documents shall not be copied or provided to any person/entity, except that the
copy provided to counsel can be reviewed by the respective expert witnesses, as
identified.

Exhibit F

BEFORE THE WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

In the Matter of the Joint Application of

QWEST COMMUNICATIONS
INTERNATIONAL INC. AND
CENTURYTEL, INC.

For Approval of Indirect Transfer of
Control of Qwest Corporation, Qwest
Communications Company LLC, and
Qwest LD Corp.

DOCKET NO. UT-100820

QWEST'S AND CENTURYLINK'S
JOINT MOTION FOR SUPPLEMENT
TO PROTECTIVE ORDER

I. INTRODUCTION

- 1 Joint Applicants hereby move the Commission to enter a supplemental protective order governing highly confidential/competitively sensitive information. In support, Joint Applicants state that certain documents requested in this matter are so competitively sensitive and confidential that even the "Highly Confidential" designation in the existing protective order is insufficient to prevent competitive harm if that information is disseminated to competitors. Thus, Joint Applicants seek additional protection as described below.

II. DISCUSSION

- 2 Joint Applicants are seeking creation of a category of confidential information designated as "Staff's Eyes Only" (or "SEO"). Such information would be deemed Competitively Sensitive/Highly Confidential Information and would be disclosed only to Staff and Public

Counsel. The Commission has previously recognized the creation of a "Staff Eyes Only" category in Docket UT-030614, Order No. 7. There the Commission stated:

The company-specific market-sensitive data filed in response to the Commission's Order is of the type that might impose a serious business risk if disseminated without heightened protections and should be designated "Highly Confidential." Access to this data will be limited to Commission Staff who have executed the confidentiality agreement attached to this Protective Order. (emphasis added).

Such an approach is even more justified in this case. The information requested includes information that goes to the very essence of Joint Applicants' anticipated competitive strategies and actions. As such, it has very high competitive value and if even inadvertently disclosed to competitors would cause immediate and irreparable harm to Joint Applicants.

3 Further, at least one other state that is considering this transaction already allows an SEO designation. Colorado permits a party to request a "highly confidential" designation by motion, and typically restricts the distribution of the information to the commission staff and the office of consumer counsel. *See, e.g.,* 4 Colo. Code Reg. 723-1 § 1100(a)(III), and *Public Serv. Co. v. Trigen-Nations Energy Co.*, 982 P.2d 36 (1999).

4 Prior to the filing of this motion, undersigned counsel sent an e-mail polling counsel for the parties on this issue. Counsel for most of the CLEC intervenors stated that the CLECs cannot agree to a Staff's Eyes Only designation. Staff and Public Counsel have stated that they have both substantive and procedural concerns with such a designation.

5 Attached to this motion and labeled Attachment 1 is the Supplemental Protective Order that Joint Applicants respectfully request the Commission enter in this docket. That Order would create an additional category of information, limited to the following types of documents:

- Strategic business plans and analysis

- New product roll-out timelines
- Market share information

- 6 Such information has already been provided to only Staff and Public Counsel in response to Data Request 2-13, which requested the Joint Applicants' Hart-Scott-Rodino ("HSR") filings with the Department of Justice. Joint Applicants can provide more information to the Commission regarding the highly sensitive nature of these disclosures in oral argument on this motion, or in a confidential submission if such a submission would aid in a decision. Specifically, Joint Applicants are willing to submit a sample of the SEO documents to the Administrative Law Judge for *in camera* review. Joint Applicants are also willing to identify the documents in a "privilege log" type format to aid in the other parties' ability to determine the validity of the SEO designation. Further, to clarify the nature of the SEO documents, attached to this motion as "Confidential" attachments are copies of the Joint Applicants' indexes to their HSR filings.
- 7 The comments that the Joint Applicants have received from other parties have indicated that the intervenors (as well as Staff and Public Counsel), have concerns with the ability to administer the SEO designation in connection with the filing of testimony and briefs. With all due respect, Joint Applicants believe that those administrative concerns can be addressed fairly simply, and that even if those concerns were burdensome, they do not trump the Joint Applicants' legitimate concerns about disclosure.
- 8 In Joint Applicants' view, the SEO information is of limited or no relevance to the issues that the Commission will be considering, so Joint Applicants believe that is unlikely that the SEO information will even make its way into the record in this proceeding. Even if Staff were to want to include it, it would be a fairly simple matter to redact the information and submit a

redacted filing. Redaction is already required for Confidential and Highly Confidential information, so the parties are familiar with both the requirements and the process.

III. CONCLUSION

- 9 Supplementing the protective order governing highly confidential information as set forth in Attachment 1 is consistent with the public interest as it will encourage disclosure, while offering Joint Applicants additional assurances that their highly sensitive information will not be disclosed in a way that might result in competitive harm.

Respectfully submitted this 15th day of July, 2010.

CENTURYLINK

QWEST



Calvin K. Simshaw
CenturyLink
805 Broadway
Vancouver, WA 98660
calvin.simshaw@centurylink.com

Lisa A. Anderl (WSBA # 13236)
Qwest Law Department
1600 - 7th Ave., room 1506
Seattle, WA 98191
lisa.anderl@qwest.com

Exhibit G



MINNESOTA OFFICE OF ADMINISTRATIVE HEARINGS

600 North Robert Street
Saint Paul, Minnesota 55101

Mailing Address:
P.O. Box 64620
St. Paul, Minnesota 55164-0620

Voice: (651) 361-7900
TTY: (651) 361-7878
Fax: (651) 361-7936

September 30, 2010

To All Parties as Listed on the E-Docket Service List and my email by OAH By eFiling, Email, and U.S. Mail

Re: *In the Matter of the Joint Petition for Approval of Indirect
Transfer of Control of Qwest Operating Companies to CenturyLink*
OAH Docket No. 11-2500-21391-2;
PUC Docket No. P-421, et al/PA-10-456

Dear Parties:

Enclosed herewith and served upon you as listed on the E-Docket Service List is the Administrative Law Judge's Order Regarding Joint Petitioners' Motion for Reconsideration and Second Supplemental Protective Order Applicable to HSR Documents 4, 10, 13, 15, 16, 23, 33, 35 and 36, and the Fully-enabled Computer Spreadsheet Sought by CWA-4 in the above-entitled matter.

Sincerely,

s/Barbara L. Neilson

BARBARA L. NEILSON
Administrative Law Judge

Telephone: (651) 361-7845

BLN:ml

Encls.

cc: Docket Coordinator

STATE OF MINNESOTA
OFFICE OF ADMINISTRATIVE HEARINGS
ADMINISTRATIVE LAW SECTION
600 NORTH ROBERT STREET
ST. PAUL, MN 55101

CERTIFICATE OF SERVICE

Case Title: <i>In the Matter of the Joint Petition for Approval of Indirect Transfer of Control of Qwest Operating Companies to CenturyLink</i>	OAH Docket No. 11-2500-21391-2 PUC Docket No. P-421, et al/PA-10-456
---	---

Michael Lewis certifies that on the 30th day of September, 2010, he served a true and correct copy of the attached Order Regarding Joint Petitioners' Motion for Reconsideration and Second Supplemental Protective Order Applicable to HSR Documents 4, 10, 13, 15, 16, 23, 33, 35 and 36, and the Fully-enabled Computer Spreadsheet Sought by CWA-4, by serving as indicated on the attached E-docket Service List, in the manner indicated (U.S. Mail served on October 1, 2010).

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Official Service List: OFF_SL_10-456_CC-Service List 1

Members of this service list are displayed below:

Service List Information

Service List Type: Official Service List

Docket Number: 10-456

Service List Name: OFF_SL_10-456_CC-Service List 1

Description: P421, P6237, P5088, P551, P509, P503, P6441, P5971, P6258, P5732, P6478, P430/PA-10-456

Status: Active

Created By: michael.lewis@state.mn.us

Created On: 08/28/2010

Modified By: amber.lee@state.mn.us

Modified On: 09/17/2010

Service List Members

Next / Last

First Name	Last Name	Email	Company Name	Address	Delivery Method	View/Trade Secret
Michael	Ahem	ahem.michael@dorsey.com	Dorsey & Whitney, LLP	Suite 1500 50 South Sixth Street Minneapolis, MN 55402-1498	Electronic Service	Yes
Julia	Anderson	julia.anderson@state.mn.us	Office of the Attorney General DOO	1400 BRYAN Tower 145 Minnesota St St. Paul, MN 55102-2181	Electronic Service	Yes
Mark	Ayotte	mayotte@briggs.com	Briggs And Morgan, P.A.	2200 IDS Center 80 South Eighth Street Minneapolis, MN 55402	Electronic Service	Yes
Thomas	Baley	tbaley@briggs.com	Briggs And Morgan	2200 IDS Center 80 South Eighth Street Minneapolis, MN 55402	Electronic Service	Yes
Kathy	Baraga Werner	baraga.kathy@dorsey.com	Dorsey & Whitney, LLP	80 South 8th Ste 1500 Minneapolis, MN 55402-1498	Electronic Service	Yes
Diane C	Browning	diane.c.browning@spinn.com	Spinn Nodet	1600 Hennepin Ave Overland Park, KS 66201	Paper Service	Yes
Linda	Chavez	linda.chavez@state.mn.us	Department of Commerce	25 7th Place E Ste 500 Saint Paul, MN 55101-2198	Electronic Service	Yes
Karen L	Clauser	klauser@integraltelecom.com	Integral Telecom	6150 Golden Hill Drive Golden Valley, MN 55416	Electronic Service	Yes
Cathy	Ciucas	cathy.ciucas@embargo.com	Embargo Minnesota, Inc.	30 E 7th St Ste 1500 St. Paul, MN 55101	Electronic Service	Yes

Internet

10-456

STATE OF MINNESOTA
OFFICE OF ADMINISTRATIVE HEARINGS
FOR THE PUBLIC UTILITIES COMMISSION

In the Matter of the Joint Petition for
Approval of Indirect Transfer of Control of
Qwest Operating Companies to
CenturyLink

**ORDER REGARDING JOINT
PETITIONERS' MOTION FOR
RECONSIDERATION**

On September 22, 2010, the Joint Petitioners filed a Motion for the Administrative Law Judge to Reconsider the September 21, 2010 Order on a Limited Basis or, in the Alternative, to Certify the Motion for a Supplemental Protective Order to the MPUC and a Request for a Stay. On September 27, 2010; Integra Telecom, Sprint, and T-Mobile filed responses in opposition to the Motion to Reconsider or Certify.

On September 28, 2010, the Administrative Law Judge ordered that the limited number of documents at issue in the Motion to Reconsider or Certify be submitted for *in camera* inspection in connection with consideration of the Joint Petitioners' Motion. The Joint Petitioners submitted the documents to the Office of Administrative Hearings late on September 28, 2010.

Based upon the *in camera* inspection and the files, records, and proceedings in this matter, and for the reasons set forth in the Memorandum below, **IT IS HEREBY ORDERED** as follows:

1. The Joint Petitioners' Motion to Reconsider the September 21, 2010, Order on a Limited Basis is **GRANTED IN PART AND DENIED IN PART**, as discussed more fully in the Memorandum below.
2. The Joint Petitioners shall provide the information at issue in this Order to the appropriate parties by 4:30 p.m. on Friday, October 1, 2010 (assuming that recipients have executed Appendix D of the attached Second Supplemental Protective Order by that time).
3. The information produced in response to this Ruling shall be governed by the Protective Order previously entered in this case on June 15, 2010, the Supplemental Protective Order entered on September 21, 2010, and the Second Supplemental Protective Order attached hereto, as appropriate. **The Joint Petitioners**

shall not be required to automatically provide information responsive to this Ruling to all parties.

4. The eFiling of any document subject to this Order shall be conducted in the manner specified in the Fourth Prehearing Order issued by the Administrative Law Judge on September 24, 2010. The parties should also note:

- The service list in Docket 10-1012 will be limited to State Agency staff and outside counsel.
- The service list in Docket 10-1012 will provide access for outside counsel who have executed both Exhibit C to the Supplemental Protective Order issued on September 21, 2010 (for those documents containing "Highly Sensitive Trade Secret Information Subject to Additional Protection"), and Exhibit D to the Second Supplemental Protective Order that is being issued along with this Order on September 30, 2010 (for those documents discussed in this Order containing "Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order").
- The designated outside expert and in-house employee seeking access to the documents identified in the Second Supplemental Protective Order must execute and file Exhibit D.
- Access by outside expert(s) and in-house employee(s) to documents containing "Highly Sensitive Trade Secret Information Subject to Additional Protection" and "Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order" shall be solely through counsel, and counsel must ensure that both "Highly Sensitive Trade Secret Information Subject to Additional Protection" under the September 21, 2010, Supplemental Protective Order, and "Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order" issued in connection with this Order are made available only to those persons who have executed and filed Exhibit C and, where applicable, Exhibit D.

Date: September 30, 2010

/s/ Barbara L. Neilson

BARBARA L. NEILSON
Administrative Law Judge

MEMORANDUM

In their Motion to Reconsider or Certify, the Joint Petitioners contend that the September 21, 2010, Order issued by the Administrative Law Judge fails to adequately protect a limited number of "extraordinarily sensitive" documents, and seek to have those documents disclosed only to outside counsel and outside experts of the private Intervenor. The documents (or portions of documents) at issue in the Motion are the following:

Data	Date	Title	Description
HSR #4	3/10/2010	Feb. 2010 Customer Profile and Churn Trends	Pages 9-11 of report containing retail customer data broken down by customer segment with churn data provided by product purchased, and discussing marketing and retention strategies as well as trending data for active Qwest customers
HSR #10	3/26/2010	Due Diligence Response No. 8	Document provided to Qwest during due diligence process regarding CenturyLink's broadband market share, penetration rates and go-to-market strategy for driving broadband penetration vs. the cable operator
HSR #13	4/1/2010	Wholesale Overview	Pages 7-9 of presentation containing carrier proprietary information and other data regarding marketing plans, product development, pending sales, and trends in the Wholesale marketplace
HSR #15	4/1/2010	2010-2013 Long Range Plan Review	Pages 8, 10, 13-18, 20-21, 23, 30, 35, and 42-47 of analysis of CenturyLink's Long Range Plan containing data regarding marketing plans, product development, and trends in the Consumer, Mass Markets, IPTV, Enterprise, and Wholesale markets

HSR #16	3/23/2010	Operations Review	14 pages ¹ of the presentation containing data regarding CenturyLink's operating models and marketing plans in the Consumer, Mass Market, and Enterprise markets; market launch data is included in the presentation for upcoming product rollouts.
HSR #23	4/15/2010	IPTV Quartz Review Sensitivities	Presentation containing data relating to the financial assumptions and projected market rollout of IPTV in various markets
HSR #33	4/21/2010	11 Markets Research Presentation	Market research survey commissioned by CenturyLink containing market data research regarding potential product offerings and customer preferences in various markets
HSR #35	4/1/2010	Due Diligence Response No. 150	Document provided to Qwest during due diligence process containing market projections and financial data regarding IPTV offering.
HSR #36	Undated	Consumer Sales Approach	Presentation containing go-to-market plans and information regarding CenturyTel's consumer sales strategy
Electronic version of spread-sheets		Attachment CWA-4 Highly Confidential.xls	Fully enabled copies of computer spreadsheet models projecting future operating and financial prospects for the combined firms (requested in CWA Information Request No. 4)

Prior to entry of the September 21, 2010, Order, the Joint Petitioners had argued that these and other documents and others should be designated "staff eyes only" and disclosed only to Department of Commerce and Commission staff, upon request. In their Motion to Reconsider or Certify, the Joint Petitioners indicated that they had reviewed all of the documents for which they had requested the most sensitive treatment after the September 21 Order was issued and substantially narrowed the documents and information subject to dispute. They stated that they had produced,

¹ The pages of the presentation are not numbered. Joint Petitioners seek to redact three pages of the Consumer and Mass Market Overview, nine pages of the IPTV and MDU Overview; and two pages of the Enterprise Overview.

pursuant to the September 21 Order, all of the documents that were listed in Attachment 1 to their original Motion for a Supplemental Protective Order and seven of the documents that were listed in Attachment 2. However, in the Motion to Reconsider or Certify, the Joint Petitioners contend that the documents identified above "remain too extraordinarily sensitive" to release under the terms of the Supplemental Protective Order that was issued on September 21.² They maintain that the "potential harm to the Joint Petitioner's ability to fairly compete in the competitive marketplace if this information is disclosed to its competitors simply remains too high, particularly in balance with the Intervener's limited interests to this discrete information in this proceeding."³

In opposing the Joint Petitioners' Motion, Integra contended that the Joint Applicants have not set forth any new reason why the September 21, 2010, Order should be reconsidered, and asserted that they have not adequately explained why they initially proposed that the documents at issue here be designated "staff eyes only" and are now suggesting a less restrictive approach. In addition, Integra argued that the current proposal to limit disclosure of these documents to outside counsel and outside experts would inappropriately limit the ability of its outside counsel to consult with his client. Sprint and T-Mobile emphasized that the only witness they are using to present their case is a Sprint in-house regulatory specialist, and maintained that the proposed restriction to outside counsel and outside witnesses of private parties would prevent Sprint and T-Mobile from fully presenting their position on issues in this proceeding. They also contended that the approach suggested by the Joint Petitioners is at odds with Commission practice and with the Commission's directive that a full evidentiary record should be developed based on the input of all parties. Counsel for the Communication Workers of America (CWA) stated during the telephone conference call on September 23, 2010, and during the motion argument on September 8, 2010, that disclosure of the fully-enabled spreadsheet to be provided in response to CWA Information Request No. 4 will, in any event, be restricted to CWA's outside counsel and outside expert, and will not be shared with CWA's in-house personnel.

After reviewing the arguments of the parties and conducting an *in camera* inspection of the documents at issue, the Administrative Law Judge is persuaded that some additional restrictions should be placed on the disclosure of these materials due to their inclusion of extremely sensitive competitive information relating to market research, marketing strategies, product development, operating models, sales approaches, and other matters. The CWA has agreed to limit disclosure of these materials to its outside counsel and outside expert. However, the other private Interveners have opposed this restriction, and the Administrative Law Judge is not convinced that it is appropriate or reasonable to limit the review of this information solely to the outside counsel and outside experts of those parties. As noted in the September 21 Order, such an approach would prevent outside attorneys and outside experts from consulting with the party that retained them about what, if any, significance the information has in this proceeding, and would hinder their ability to effectively represent

² Motion to Reconsider or Certify at 3.

³ *Id.* at 4.

their clients. Moreover, it would interfere with the ability of the private party Intervenor to provide valuable input for the Commission's consideration. The Administrative Law Judge concludes that it is proper to permit some in-house disclosure of the materials to the Intervenor other than CWA, but more narrowly limit the number and role of the in-house personnel permitted to review the materials. It is further determined that these restrictions should apply both to large companies and small companies.

Accordingly, in order to strike an appropriate balance between the Intervenor's interests and the Joint Petitioners' concerns about the competitive sensitivity of these materials, the Administrative Law Judge has determined that it is appropriate to grant the Joint Petitioners' Motion to Reconsider in part and issue a separate protective order which will apply where appropriate to the documents identified above. Accordingly, a Second Supplemental Protective Order Applicable to HSR Documents 4, 10, 13, 15, 16, 23, 33, 35 and 36, and Fully-Enabled Computer Spreadsheet Sought by CWA-4 ("Second Supplemental Protective Order"), is attached hereto. The Second Supplemental Protective Order will govern the information contained in the documents identified above, which shall be designated as "Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order." The Second Supplemental Protective Order (1) requires that the CWA limit disclosure of these materials to its outside counsel and outside expert, in accordance with its agreement to do so; and (2) requires that the other Intervenor limit disclosure of these materials to a reasonable number of outside attorneys; one outside consultant; and one in-house employee who is not now involved, and will not for a period of two years involve himself or herself in strategic or competitive decision-making (including, but not limited to, the sale or marketing or pricing of products or services) with respect to which the documents or information may be relevant, by or on behalf of any company or business organization that competes, or potentially competes, with the Joint Petitioners. The latter modification ensures that one in-house representative of private Intervenor other than the CWA will be able to consult with the party's outside expert and outside attorneys while safeguarding the Joint Petitioners' interest in ensuring that the information is not widely disseminated or inappropriately used.⁴

B. L. N.

⁴ Because the Joint Petitioners' Motion for Reconsideration has been granted in part, there is no need to reach the further question of whether the Motion should be certified to the Commission.

STATE OF MINNESOTA
OFFICE OF ADMINISTRATIVE HEARINGS
FOR THE PUBLIC UTILITIES COMMISSION

In the Matter of the Joint Petition of Qwest Communications International, Inc., Qwest Corporation, Qwest LD Corp. and Qwest Communications Company LLC and CenturyTel, Inc., SB44 Acquisition Company, CenturyTel Holdings, Inc., and CenturyTel of the Northwest, Inc., CenturyTel of Minnesota, Inc. d/b/a CenturyLink, CenturyTel of Chester, Inc. d/b/a CenturyLink, CenturyTel of Northwest Wisconsin, LLC d/b/a CenturyLink, CenturyTel Acquisition LLC d/b/a CenturyLink Acquisition, CenturyTel Solutions, LLC d/b/a CenturyLink Solutions, CenturyTel Fiber Company II, LLC d/b/a LightCore, a CenturyLink Company, CenturyTel Long Distance, LLC d/b/a CenturyLink Long Distance, Embarq Corporation, Embarq Minnesota, Inc. d/b/a CenturyLink, and Embarq Communications, Inc. d/b/a CenturyLink Communications for Approval of Indirect Transfer of Control of Qwest Communications International, Inc., Qwest Corporation, Qwest Communications Company, LLC, and Qwest LD Corp.

**SECOND SUPPLEMENTAL
PROTECTIVE ORDER
APPLICABLE TO HSR
DOCUMENTS 4, 10, 13, 15, 16,
23, 33, 35 AND 36, AND THE
FULLY-ENABLED COMPUTER
SPREADSHEET SOUGHT BY
CWA-4**

The purpose of this Second Supplemental Protective Order Applicable to HSR Documents 4, 10, 13, 15, 16, 23, 33, 35 and 36, and the Fully-Enabled Computer Spreadsheet Sought by CWA-4 ("Second Supplemental Order") is to facilitate the disclosure of certain documents and information, as discussed in the Order of the Administrative Law Judge issued on September 30, 2010, regarding the Joint Petitioners' Motion for Reconsideration ("the September 30 Order"). In the September 30 Order, the Administrative Law Judge determined that it was appropriate to grant in part the Joint Petitioners' Motion to Reconsider a prior ruling issued on September 21, 2010, and issue a separate protective order incorporating further restrictions on disclosure with respect to the particular documents at issue in that Order.

The June 15, 2010, Protective Order and September 21, 2010, Supplemental Protective Order remain in effect and continue to govern disclosure of all information

apart from the specific information to be produced under the September 30, 2010, Order that is designated as "Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order."

This Second Supplemental Order is limited in applicability to the specific documents identified below. The Parties may agree to handle information produced under other Information Requests in accordance with this Supplemental Protective Order.

SUPPLEMENTAL PROVISIONS APPLICABLE TO HSR DOCUMENTS 4, 10, 13, 15, 16, 23, 33, 35 AND 36, AND THE FULLY-ENABLED COMPUTER SPREADSHEET SOUGHT BY CWA-4

In accordance with the September 30 Order of the Administrative Law Judge, certain information that is to be produced by Joint Petitioners shall be afforded additional protection from disclosure. The following information is covered by this Second Supplemental Protective Order:

Data	Date	Title	Description
HSR #4	3/10/2010	Feb. 2010 Customer Profile and Churn Trends	Pages 9-11 of report containing retail customer data broken down by customer segment with churn data provided by product purchased, and discussing marketing and retention strategies as well as trending data for active Qwest customers
HSR #10	3/26/2010	Due Diligence Response No. 8	Document provided to Qwest during due diligence process regarding CenturyLink's broadband market share, penetration rates and go-to-market strategy for driving broadband penetration vs. the cable operator
HSR #13	4/1/2010	Wholesale Overview	Pages 7-9 of presentation containing carrier proprietary information and other data regarding marketing plans, product development, pending sales, and trends in the Wholesale marketplace

HSR #15	4/1/2010	2010-2013 Long Range Plan Review	Pages 8, 10, 13-18, 20-21, 23, 30, 35, and 42-47 of analysis of CenturyLink's Long Range Plan containing data regarding marketing plans, product development, and trends in the Consumer, Mass Markets, IPTV, Enterprise, and Wholesale markets
HSR #16	3/23/2010	Operations Review	14 pages ¹ of the presentation containing data regarding CenturyLink's operating models and marketing plans in the Consumer, Mass Market, and Enterprise markets; market launch data is included in the presentation for upcoming product rollouts.
HSR #23	4/15/2010	IPTV Quartz Review Sensitivities	Presentation containing data relating to the financial assumptions and projected market rollout of IPTV in various markets
HSR #33	4/21/2010	11 Markets Research Presentation	Market research survey commissioned by CenturyLink containing market data research regarding potential product offerings and customer preferences in various markets
HSR #35	4/1/2010	Due Diligence Response No. 150	Document provided to Qwest during due diligence process containing market projections and financial data regarding IPTV offering.
HSR #36	Undated	Consumer Sales Approach	Presentation containing go-to-market plans and information regarding CenturyTel's consumer sales strategy
Electronic version of spreadsheets			Fully enabled copies of computer spreadsheet models projecting future operating and financial prospects for the combined firms (requested in CWA Information Request No. 4)

¹ The pages of the presentation are not numbered. Joint Petitioners seek to redact three pages of the Consumer and Mass Market Overview, nine pages of the IPTV and MDU Overview; and two pages of the Enterprise Overview.

The Joint Petitioners shall designate such information as "Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order." The first page and individual pages of such documents must be marked with a stamp that reads:

"NON-PUBLIC DOCUMENT-HIGHLY SENSITIVE TRADE SECRET
INFORMATION SUBJECT TO ADDITIONAL PROTECTION UNDER
SECOND SUPPLEMENTAL PROTECTIVE ORDER-USE RESTRICTED
PER THE SECOND SUPPLEMENTAL PROTECTIVE ORDER IN
DOCKET NO. 10-456"

Placing a "Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order" stamp on the first page of a document indicates only that one or more pages contain "Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order" and will not serve to protect the entire contents of a multi-page document. Each page that contains "Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order" must be marked separately to indicate "Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order," even where that information has been redacted. The un-redacted versions of each page containing "Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order" and provided under seal, should be submitted on paper distinct in color from non-confidential information and "Trade Secret Information" or "Highly Sensitive Trade Secret Information" described in Sections 1 and 3 of the June 15, 2010, Protective Order, or "Highly Sensitive Trade Secret Information Subject to Additional Protection" described in the September 21, 2010, Supplemental Protective Order. Documents designated "Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order" shall be eFiled in accordance with the procedures described in the September 30 Order and the Fourth Prehearing Order issued on September 24, 2010.

Parties seeking disclosure of "Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order" must designate the person(s) to whom they would like the "Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order" disclosed in advance of disclosure by the providing party. Such designation may occur through the submission of Exhibit "D" of this Second Supplemental Protective Order. The Exhibit "D" shall also describe in detail the job duties or responsibilities of the person being designated to see the "Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order" and the person's role in the proceeding.

Notwithstanding any provision to the contrary in the Protective Order issued on June 15, 2010, or the Supplemental Protective Order issued on September 21, 2010, the following provisions shall govern the disclosure of "Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order:"

(1) The Communication Workers of America, an Intervenor in this proceeding, shall limit disclosure of materials designated as "Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order" to its outside counsel and outside consultant, in accordance with its agreement to do so.

(2) All other private Intervenor in this proceeding, regardless of the size of their workforce, shall limit disclosure of "Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order" to (a) a reasonable number of outside attorneys; (b) one outside consultant; and (c) one in-house employee who is not now involved, and will not for a period of two years involve himself or herself in strategic or competitive decision-making (including, but not limited to, the sale or marketing or pricing of products or services) with respect to which the documents or information may be relevant, by or on behalf of any company or business organization that competes, or potentially competes, with the Joint Petitioners.

Any party providing "Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order" may object to the designation of any individual as a person who may review "Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order." Such objection shall be made in writing to counsel submitting the challenged individual's Exhibit "D" within three (3) business days after receiving the challenged individual's signed Exhibit "D." Any such objection must demonstrate good cause to exclude the challenged individual from the review of the "Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order." Written response to any objection shall be made within three (3) business days after receipt of the objection. If, after receiving a written response to a party's objection, the objecting party still objects to disclosure of "Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order" to the challenged individual, the Commission or Administrative Law Judge shall determine whether "Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order" must be disclosed to the challenged individual.

Copies of "Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order" may be provided to the outside counsel, outside expert, and, where applicable, the in-house employee who have signed Exhibit "D."

Persons authorized to review the "Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order" will maintain the documents and any notes reflecting their contents in a secure location to which only designated counsel and experts have access. No additional copies will be made, except for use during hearings and then such disclosure and copies shall be subject to the provisions of Section 7 of the June 15, 2010, Protective Order. Any testimony or exhibits prepared that reflect "Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order" must be maintained in the secure location until removed to the hearing room for production under seal. Unless specifically discussed in this section, all other sections of the June 15, 2010, Protective Order applicable to "Trade Secret" and "Highly Sensitive Trade Secret Information" also apply to "Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order."

The designation of any document or information as "Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order" may be challenged by motion and the classification of the document or information as "Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order" will be considered *in camera* by the Commission or Administrative Law Judge. The party contending that a document or information is "Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order" bears the burden of proving that such designation is necessary.

This Second Supplemental Protective Order shall continue in force and effect after these dockets are closed.

Date: September 30, 2010

/s/ Barbara L. Neilson _____
BARBARA L. NEILSON
Administrative Law Judge

STATE OF MINNESOTA
BEFORE THE MINNESOTA PUBLIC UTILITIES COMMISSION

David Boyd
J. Dennis O'Brien
Thomas Pugh
Phyllis Reha
Betsy L. Wergin

Chair
Commissioner
Commissioner
Commissioner
Commissioner

In the Matter of the Joint Petition of Qwest Communications International, Inc., Qwest Corporation, Qwest LD Corp. and Qwest Communications Company LLC and CenturyTel, Inc., SB44 Acquisition Company, CenturyTel Holdings, Inc., and CenturyTel of the Northwest, Inc., CenturyTel of Minnesota, Inc. d/b/a CenturyLink, CenturyTel of Chester, Inc. d/b/a CenturyLink, CenturyTel of Northwest Wisconsin, LLC d/b/a CenturyLink, CenturyTel Acquisition LLC d/b/a CenturyLink Acquisition, CenturyTel Solutions, LLC d/b/a CenturyLink Solutions, CenturyTel Fiber Company II, LLC d/b/a LightCore, a CenturyLink Company, CenturyTel Long Distance, LLC d/b/a CenturyLink Long Distance, Embarq Corporation, Embarq Minnesota, Inc. d/b/a CenturyLink, and Embarq Communications, Inc. d/b/a CenturyLink Communications for Approval of Indirect Transfer of Control of Qwest Communications International, Inc., Qwest Corporation, Qwest Communications Company, LLC, and Qwest LD Corp.

MPUC DOCKET NO.
P-421, P-6237, P-5095,
P-551, P-509, P-563, P-
5971, P-6258, P-5732, P-
6478, P-430/PA-10-456

EXHIBIT "D"
**NONDISCLOSURE AGREEMENT FOR "HIGHLY SENSITIVE TRADE SECRET
INFORMATION SUBJECT TO ADDITIONAL PROTECTION UNDER SECOND
SUPPLEMENTAL PROTECTIVE ORDER" PRODUCED IN ACCORDANCE WITH
SEPTEMBER 30, 2010, ORDER REGARDING JOINT PETITIONERS' MOTION FOR
RECONSIDERATION**

I have read the foregoing Second Supplemental Protective Order Applicable to HSR Documents 4, 10, 13, 15, 16, 23, 33, 35 and 36, and the Fully-Enabled Computer Spreadsheet sought by CWA-4 dated September 30, 2010, in Docket No. 10-456 and understand the terms thereof and agree to be bound by all such terms. Without limiting the generality of the foregoing, I agree not to disclose to any person or entity not

authorized to receive materials designated "NON-PUBLIC DOCUMENT-HIGHLY SENSITIVE TRADE SECRET INFORMATION SUBJECT TO ADDITIONAL PROTECTION UNDER SECOND SUPPLEMENTAL PROTECTIVE ORDER-USE RESTRICTED PER THE SECOND SUPPLEMENTAL PROTECTIVE ORDER IN DOCKET NO. 10-456" under the terms of said Second Supplemental Protective Order, or any copies or extracts of information derived thereof, which have been disclosed to me. I further agree to maintain any such materials in a secure location and use any such materials disclosed to me solely for the purpose of this proceeding and for no other purpose.

I hereby submit myself to the jurisdiction of the Office of Administrative Hearings in Minnesota and the Minnesota Public Utilities Commission for the purpose of enforcing said Second Supplemental Protective Order.

Name

Employer

Job Title and Job Description

Business Address

Party

Signature

Date

Gregg M.	Corwin	gcorwin@gcorwin.com	Gregg M. Corwin & Associate Law Office, P.C.	1660 St. Highway 100, Ste 508E St. Louis Park, MN 55418-1934	Electronic Service	Yes
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Michael R.	Moore	michael.moore@chaner.com	Chaner, Communications, Inc.	12405 Powerscourt Drive St. Louis, MO 63131	Electronic Service	No

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Print To Labels

Modify

Quit

☐ **View/Include Subscribers**

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